
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 CHANGE OF BUSINESS SCOPE AND
AMENDMENT TO THE ARTICLES OF THE COMPANY
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary 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 Friday, 11 November 2016 at 9:30 a.m. is set out on pages 6 to 9 of this circular.

A form of proxy for use at the Extraordinary 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) and the Company (www.tbtcl.cn). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 21 October 2016 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 Extraordinary 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 Extraordinary 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 and on the Company's website at www.tbtcl.cn for at least 7 days from the date of its publication.

26 September 2016

* For identification purposes only

CHARACTERISTICS OF GEM

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 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

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

“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;
“Extraordinary General Meeting” or “EGM”	an extraordinary general meeting of the Company to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 11 November 2016 at 9:30 a.m., to consider and, if appropriate, to approve the resolution contained in the notice of the extraordinary general meeting which is set out on pages 6 to 9 of this circular, or any adjournment thereof;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company and its subsidiaries;
“H Share(s)”	overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the GEM of the Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	23 September 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

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DEFINITIONS

“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.

LETTER FROM 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*
(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

26 September 2016

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF BUSINESS SCOPE AND
AMENDMENT TO THE ARTICLES OF THE COMPANY
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is, inter alia, to provide you with information regarding the resolution to be proposed at the Extraordinary General Meeting for the change of business scope and amendment to the Articles of the Company and to give you a notice of the Extraordinary General Meeting and to seek your approval of the resolution to be proposed thereat.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF BUSINESS SCOPE AND AMENDMENT TO THE ARTICLES OF THE COMPANY

Subject to the approval of the Shareholders by a special resolution at the Extraordinary General Meeting and approval by the relevant authority in the PRC, the Board proposes to change the business scope of the Company by adding labour services business and amend the Articles accordingly. Details and information relating to the amendment of the Articles are set out hereunder.

The Company proposes to amend the Articles regarding business scope by deleting Article 17 in its entirety and replacing it with the following text:

“The scope of business of the Company is in pursuant to those approved by the registration authorities.

The scope of business of the Company includes: domestic freight forwarding; general warehousing services (excluding hazardous materials); cargo freight; warehousing and logistics, storehouse and venue rental services; operation and management of commodity market, operation of port equipment and high-tech equipment; labour services; international delivery agent for import and export of goods, international exhibits, private orders and goods in transit from sea, land and air, including cargo canvassing, shipping, booking, warehousing, transiting, LCL service, charges clearing, inspection application, international multimodal transport, and bulk cargo business; wholesale and retail of metals, building materials, new chemical materials, hardware, machinery and electrical equipment, aviation, aerospace and maritime transport equipment, auto parts, hardware, software and peripherals for computer, electronic products, instruments, general merchandise, coke and by-products, coal and coal products, minerals, chemical raw materials and products, petroleum products (excluding crude oil and refined oil), fuel oil, textile raw materials, chemical fertilizers and edible agricultural products; sale of aquatic products and motor vehicles (excluding cars); operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); acquisition of grain; import, wholesale and retail of pre-packed food and bulk food, dairy products (including infant formula milk powder); re-export; inventory control management, logistics consultation, technology services and related information consultation (businesses regarding commodities which are subject to quota license and special franchise administration shall be operated in compliance with applicable regulations).”

The effect of amending Article 17 is to perform the Group's management functions by assigning management personnel to its subsidiaries, and to adapt to the adjustment of the national tax policy, so that the Company is eligible to issue invoices with value-added tax in respect of labour services.

The Articles is written in Chinese and the translation into English is for reference only. In case of inconsistency between the Chinese and English versions of the Articles, the Chinese version shall prevail.

LETTER FROM THE BOARD

3. EXTRAORDINARY GENERAL MEETING

The notice of the Extraordinary General Meeting is set out on pages 6 to 9 of this circular. At the Extraordinary General Meeting, a resolution will be proposed to approve the change of the Company's business scope and the proposed amendment to the Articles.

A form of proxy for use at the Extraordinary 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) and the Company (www.tbtl.cn). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 21 October 2016 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 Extraordinary 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 Extraordinary 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.

4. RECOMMENDATION

The Directors are of the view that the resolution proposed for consideration and approval by the Shareholders at the Extraordinary 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 the resolution as set out in the notice of the Extraordinary 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**Meeting**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “**Company**”) will be held on Friday, 11 November 2016 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 resolution:

SPECIAL RESOLUTION

1. To consider and approve the change of business scope of the Company and the amendment to the articles of association of the Company (the “**Articles**”) in the following manner:

To expand the existing business scope of the Company by adding labour services business.

To delete the existing Article 17 of the Articles in its entirety and replace it with the following:

“The scope of business of the Company is in pursuant to those approved by the registration authorities.

The scope of business of the Company includes: domestic freight forwarding; general warehousing services (excluding hazardous materials); cargo freight; warehousing and logistics, storehouse and venue rental services; operation and management of commodity market, operation of port equipment and high-tech equipment; labour services; international delivery agent for import and export of goods, international exhibits, private orders and goods in transit from sea, land and air, including cargo canvassing, shipping, booking, warehousing, transiting, LCL service, charges clearing, inspection application, international multimodal transport, and bulk cargo business; wholesale and retail of metals, building materials, new chemical materials, hardware, machinery and electrical equipment, aviation, aerospace and maritime transport equipment, auto parts, hardware, software and peripherals for computer, electronic products, instruments, general merchandise, coke and by-products, coal and coal

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NOTICE OF EXTRAORDINARY GENERAL MEETING

products, minerals, chemical raw materials and products, petroleum products (excluding crude oil and refined oil), fuel oil, textile raw materials, chemical fertilizers and edible agricultural products; sale of aquatic products and motor vehicles (excluding cars); operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); acquisition of grain; import, wholesale and retail of pre-packed food and bulk food, dairy products (including infant formula milk powder); re-export; inventory control management, logistics consultation, technology services and related information consultation (businesses regarding commodities which are subject to quota license and special franchise administration shall be operated in compliance with applicable regulations).”

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
26 September 2016

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NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Shares**”) 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, 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 resolution. 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 11 October 2016 to 11 November 2016, 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, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 10 October 2016.
- (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, at 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 21 October 2016.
- (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 21 October 2016.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this announcement, 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. Japhet Sebastian Law, Mr. Mei Xingbao and Mr. Zhou Zisheng.

This announcement, for which the directors of the Company 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 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 any statement herein or this announcement misleading.

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