
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any 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 and the accompanying revised form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 NON-EXECUTIVE DIRECTOR

AND

(2) SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

A supplemental 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 5 to 8 of this circular.

A revised form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such revised 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 the enclosed revised 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 revised 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.tbtl.cn for at least 7 days from the date of its publication.

20 October 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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
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

20 October 2016

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR
AND**

(2) SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 18 October 2016. This circular should be read together with the circular to Shareholders dated 26 September 2016 (“**Circular**”). The purpose of this circular is, inter alia, to provide you with information regarding the ordinary resolution to be proposed at the EGM to approve the proposed appointment of the non-executive Director; and to give you a supplemental notice of the EGM and to seek your approval of the abovementioned resolution.

* *For identification purposes only*

LETTER FROM THE BOARD

Unless otherwise defined, capitalized term used in this circular shall have the same meanings as those defined in the Circular.

2. PROPOSED CHANGE OF NON-EXECUTIVE DIRECTOR

Resignation of Non-executive Director

Mr. Xu Lifan (許立凡) (“**Mr. Xu**”), having served as a member of the Board for 2 years and 4 months, has tendered his resignation from the position as a non-executive Director. The resignation of Mr. Xu will take effect from upon passing of the resolution to appoint a new non-executive Director at the EGM. The Board was advised by Mr. Xu that his resignation was due to other work commitments and thus requested the Company to remove him from the Board.

Mr. Xu has confirmed that he has no disagreement with the Board and that there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board has confirmed that there is no other matter relating to Mr. Xu’s resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Xu for his valuable contribution to the Company during his tenure of office.

Proposed Appointment of Non-executive Director

Subject to approval of the Shareholders at the EGM, the Board will appoint Mr. Zhang Wang (張旺) (“**Mr. Zhang**”) as a non-executive Director. Biographical details and information relating to Mr. Zhang pursuant to Rule 17.50(2) of the GEM Listing Rules are set out hereunder.

Mr. Zhang, aged 35, graduated from the Department of Environmental Engineering of the Faculty of Environmental Science & Engineering of Hunan University* (湖南大學). He used to be employed at the engineering department of Tianjin Teda Water Supply Co., Ltd.* (天津泰達自來水有限公司); and was the department head of the water supply management department, the department head of the operation department, chairman of the labor union and the production technology director of Tianjin Teda Water Co., Ltd.* (天津泰達水務有限公司); the deputy manager in the investment management department of TEDA Investment Holding Co., Ltd.* (天津泰達投資控股有限公司); and the vice general manager of Tianjin Binhai New District Teda Qihang Yacht Club Co., Ltd.* (天津濱海新區泰達啟航遊艇俱樂部有限公司). He is now the manager in the investment management department of TEDA Investment Holding Co., Ltd.

Subject to the approval of the resolution at the EGM and in accordance with the Articles, it is proposed that the appointment of Mr. Zhang will take effect immediately upon the passing of the relevant resolution at the EGM. The Company proposes to enter into a service agreement with Mr. Zhang for a term starting from the date of the passing of the resolution in the EGM until the expiry of the term of the then session of the Board. Pursuant to the terms of the proposed service agreement, Mr. Zhang will receive an emolument of RMB50,000 per annum which is at the same rate as that payable by the Company to the other non-executive Directors.

LETTER FROM THE BOARD

Save as disclosed herein, Mr. Zhang (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three preceding years from the date of this circular.

Save as disclosed above, there is no other information relating to Mr. Zhang that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules nor is there any matter about him that needs to be brought to the attention of the Shareholders.

The ordinary resolution on appointing Mr. Zhang as a non-executive Director and authorising the Board to fix his remuneration will be proposed at the EGM.

3. EGM

The supplemental notice of the EGM is set out on pages 5 to 8 of this circular. At the EGM, a resolution will be proposed to approve the appointment of Mr. Zhang as a non-executive Director.

A revised form of proxy ("**Revised Proxy Form**") for use at the EGM is enclosed with this circular and such Revised Proxy Form 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 EGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be) ("**Closing Time**").

If you have not yet lodged the proxy form accompanying the Circular ("**First Proxy Form**") with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited ("**Share Registrar**") you are required to lodge the Revised Proxy Form if you wish to appoint proxy(ies) to attend the EGM on your behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

If you have already lodged the First Proxy Form with the Share Registrar, you should note that:

- (i) If no Revised Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by you. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by you. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder.

LETTER FROM THE BOARD

- (iii) If the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Share Registrar before the Closing Time.

Completion and return of the First Proxy Form and/or the Revised Proxy Form shall not preclude you from attending the EGM 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

Based on the information disclosed herein, the Directors believe that the proposed appointment of Mr. Zhang as the non-executive Director is in the interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolution as set out in the supplemental notice of the EGM.

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

SUPPLEMENTAL NOTICE OF EGM

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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)

SUPPLEMENTAL NOTICE OF THE EXTRAORDINARY GENERAL MEETING

SUPPLEMENTAL 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 with or without amendments, the following resolutions:

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

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SUPPLEMENTAL NOTICE OF EGM

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).”

ORDINARY RESOLUTION

2. To consider and approve the appointment of Mr. Zhang Wang as a non-executive director of the Company with immediate effective upon the passing of the resolution hereof be and is hereby approved until the expiry of the term of the then session of the board of directors of the Company (the “**Board**”) and to authorize the Board to enter into a service agreement with Mr. Zhang Wang and to fix his director’s remuneration, subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

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
20 October 2016

* For identification purposes only

SUPPLEMENTAL NOTICE OF EGM

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 revised 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 revised 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 resolutions. Delivery of the revised 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.

SUPPLEMENTAL NOTICE OF EGM

IMPORTANT: A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is required to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend the EGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) If no Revised Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Share Registrar before the Closing Time.

Terms used herein shall have the same meanings as defined the circular dated 20 October 2016.

As at the date hereof, the board of directors of the Company comprises of Mr. Zhang Jian as executive Director; Mr. Cui Xuesong, Mr. Xu Lifan, Mr. Tse Ping and Mr. Yang Xiaoping as non-executive Directors; and Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law, Mr. Mei Xingbao 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 Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited for the purpose of giving the 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this announcement misleading.

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