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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 ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS**  
**(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 Friday, 12 May 2017 at 9:30 a.m. is set out on pages 16 to 21 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 21 April 2017 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.

27 March 2017

\* 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”	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 Friday, 12 May 2017 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 16 to 21 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 Annual General Meeting 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	24 March 2017, 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;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor (s)”	the supervisor(s) of the Company; and
“Supervisory Committee”	the supervisory committee of the Company.

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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. Zhang Wang

Mr. Cui Xuesong

Mr. Tse Ping

Mr. Yang Xiaoping

*Independent non-executive Directors:*

Mr. Cheng Xinsheng

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  
Wanchai, Hong Kong

27 March 2017

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES**  
**(2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND  
SUPERVISORS**  
**(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 election and re-election of Directors and Supervisors; (iii) the declaration of final dividend; 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.

\* 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 ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

According to the Articles of Association, Directors and Supervisors shall have a term of three years, and are eligible for re-election upon expiry of their terms. The terms of all existing Directors and Supervisors will expire on the date of the Annual General Meeting.

Mr. Zhang Jian (executive Director and chairman of the Board), Mr. Cui Xuesong, Mr. Zhang Wang, Mr. Xie Bing, Mr. Yang Xiaoping (all being non-executive Directors), Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law and Mr. Zhou Zisheng (all being independent non-executive Directors) will retire at the Annual General Meeting. Mr. Xie Bing will not offer himself for re-election at the Annual General Meeting. The Board has nominated Miss Tse, Therese YY as a candidate for non-executive Director. The Board has nominated Mr. Chia Pun Kok as a candidate for independent non-executive Director. Mr. Zhang Jian, Mr. Cui Xuesong, Mr. Zhang Wang, Mr. Yang Xiaoping, Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law and Mr. Zhou Zisheng are eligible and willing to offer themselves for re-election at the Annual General Meeting.

Ms. Xu Jianxin, Mr. Hai Tianmin, Mr. Wang Rui (all being shareholder representative Supervisors), Mr. Yuan Baolei and Ms. Wang Rui (all being employee representative Supervisors) will retire at the Annual General Meeting. The Supervisory Committee has nominated Mr. Wu Gang as a candidate for independent Supervisor and Ms. Xu Jianxin, Mr. Wang Yonggan and Mr. Wang Rui as candidates for

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## LETTER FROM THE BOARD

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shareholder representative Supervisors. The employee representative Supervisors will be elected by employees of the Company at another meeting to be held on or before the date of the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to elect new Directors or re-elect retiring Directors who have a term of three years, to authorize the Board to enter into new service contract or letter of appointment (as the case may be) with the newly-elected Directors, to elect shareholder representative Supervisors and independent Supervisors for the next session and to authorize the Board to enter into a new letter of appointment with the newly-elected Supervisors. The employee representative Supervisors are elected by employees of the Company democratically. The term of the newly-elected Directors and Supervisors is three years and is proposed to commence on 12 May 2017 and expire at the conclusion of the annual general meeting in 2020.

The biographical information of the candidates who will be proposed as a Director, shareholder representative Supervisor and independent Supervisor at the Annual General Meeting are set out in Appendix I to this circular. The biographical information of the employee representative Supervisors will be published in an announcement after conclusion of the employee meeting of the Company.

#### **4. PROPOSED DECLARATION OF FINAL DIVIDEND**

As stated in the announcement issued by the Company dated 24 March 2017 relating to the annual results of the Company for the year ended 31 December 2016, the Board proposed the declaration 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 (RMB0.8878 to HK\$1.00) announced by the People's Bank of China on the last five consecutive business days before the announcement of the final results (i.e. 17, 20, 21, 22 and 23 March 2017).

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 June 2017 to those Shareholders whose names appear on the register of members of the Company on 25 May 2017. The register of members of H Shares will be closed from Thursday, 18 May 2017 to Thursday, 25 May 2017, 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 17 May 2017.



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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 16 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the grant of General Mandate, the election and re-election of Directors and Supervisors and the re-appointment 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 21 April 2017 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.

### 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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**APPENDIX I                      PARTICULARS OF DIRECTORS AND SUPERVISORS  
PROPOSED TO BE ELECTED AND RE-ELECTED  
AT THE ANNUAL GENERAL MEETING**

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**EXECUTIVE DIRECTOR**

**Mr. Zhang Jian (張艦)**, aged 59, a senior engineer and a fellow of China National Democratic Construction Association, and joined the Company as the chairman and general manager in June 2006. He graduated from the semiconductor physics and devices profession (半導體物理與器件專業) of the electronic engineering department of Tianjin University (天津大學) with a bachelor's degree in engineering in 1982. He obtained a master's degree in business administration from the National University of Singapore in 2003. From 1984 to 1985, he performed administrative secretarial work in Tianjin Economic and Technological Development Area Corporation, the predecessor of Teda Holding. From 1985 to 1987, he worked as a project manager at Teda Industrial Investment Co., Ltd. (天津開發區工業投資公司). From 1987 to 1995, he worked as a deputy manager in Heat and Power Company of Teda Holding (泰達控股熱電公司), a company controlled by Teda Holding, the controlling Shareholder and an initial management Shareholder. From 1995 to 2008, he had been the manager of the management department of Teda Holding. He was a Director of Tianjin Binhai Energy & Development Co., Ltd. (天津濱海能源發展股份有限公司) (Stock code: 000695, Shenzhen Stock Exchange), the chairman of the supervisory committee of Tianjin Jinbin Development Co., Ltd. (天津津濱發展股份有限公司) (Stock code: 000897, Shenzhen Stock Exchange), the chairman of Tianjin Yuan Da Xian Dai Logistics Co., Ltd., TEDA General Bonded Warehouse Co., Ltd. and Tianjin TEDA International Freight Forwarding Co., Ltd. (all being member companies of the Group) and the vice chairman of Tianjin Port Gangwan International Automobile Logistics Co., Ltd., Tianjin Ferroalloy Exchange Co., Ltd., the Director of Tianjin Tianxin Automobile Inspection Services Co., Ltd. (天津天鑫機動車檢測服務有限公司) and the vice president of the China Society of Logisites. He is currently the chairman of Tianjin Alps Teda Logistics Co., Ltd., Dalian Alps Teda Logistics Co., Ltd., Tianjin Fengtian Logistics Co., Ltd. and Tedahang Cold Chain Logistics Co., Ltd., the director of He Guang Trade and Business Co., Ltd. and the vice president of the China Federation of Logistics and Purchasing. Both Tianjin Jinbin Development Co., Ltd. and Tianjin Binhai Energy Co., Ltd. are affiliated companies of Teda Holding, the controlling Shareholder and an initial management Shareholder.

Save as disclosed above, Mr. Zhang Jian does not hold any other positions in the Company or any other member of the Group. He has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does he have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Mr. Zhang is appointed as an executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of this appointment as an executive Director. Mr. Zhang Jian will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Board. Mr. Zhang Jian 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 Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Zhang 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 the GEM Listing Rules 17.50(2)(h) to (v).

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**APPENDIX I                      PARTICULARS OF DIRECTORS AND SUPERVISORS  
PROPOSED TO BE ELECTED AND RE-ELECTED  
AT THE ANNUAL GENERAL MEETING**

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**NON-EXECUTIVE DIRECTORS**

**Mr. Cui Xuesong (崔雪松)**, aged 38, joined the Company as a non-executive Director in June 2014. He graduated from Tianjin University with a master's degree in management science and engineering. Mr. Cui once served as the office director and the director of the Investment Promotion Department of the Modern Industrial Zone of TEDA, the deputy manager of the investment management department of Tianjin Teda Investment Holding Co., Ltd. and the director of Tianjin Steel Pipe Group Corporation (天津鋼管集團股份有限公司) and China-Africa TEDA Investment Co., Ltd. (中非泰達投資股份有限公司). He is currently the manager of the asset management department of Tianjin Teda Investment Holding Co., Ltd..

Save as disclosed above, Mr. Cui does not hold any other positions in the Company or any other member of the Group. He has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does he have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Mr. Cui is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a non-executive Director. Mr. Cui will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Board. Mr. Cui 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 Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Cui 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 the GEM Listing Rules 17.50(2) (h) to (v).

**Mr. Zhang Wang (張旺)**, aged 35, joined the Company as a non-executive Director in November 2016. He 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.\* (天津濱海新區泰達啓航游艇俱樂部有限公司). He is now the manager in the investment management department of TEDA Investment Holding Co., Ltd.

Save as disclosed above, Mr. Zhang Wang does not hold any other positions in the Company or any other member of the Group. He has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does he have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Mr. Zhang Wang is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a non-executive Director. Mr. Zhang Wang will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Board. Mr. Zhang Wang 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

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**APPENDIX I                      PARTICULARS OF DIRECTORS AND SUPERVISORS  
PROPOSED TO BE ELECTED AND RE-ELECTED  
AT THE ANNUAL GENERAL MEETING**

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Group's performance, subject to the approval at the Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Zhang Wang 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 the GEM Listing Rules 17.50(2) (h) to (v).

**Miss Tse, Therese YY (謝其潤)**, aged 25, holds a Bachelor's degree in Science from the Department of Economics of Wharton School at the University of Pennsylvania. She majored in finance and medical management at the school. She once worked with the investment, finance and corporate development departments of various companies. She has been an executive director, Chairlady of the board of directors, Chairlady of the executive board committee and nomination committee of Sino Biopharmaceutical Limited (Stock Code: 01177, Stock Exchange) since June 2015. Miss Tse is the daughter of Mr. Tse Ping (a non-Executive Director of the Company as at the Latest Practicable Date).

Save as disclosed above, Miss Tse does not hold any other positions in the Company or any other member of the Group. She has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does she have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Miss Tse 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. Miss Tse will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Board. Miss Tse 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 Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Miss Tse 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 the GEM Listing Rules 17.50(2) (h) to (v).

**Mr. Yang Xiaoping (楊小平)**, aged 53, joined the Company as a non-executive Director in December 2012. He is currently the vice president of Charoen Pokphand Group, executive director of C.P. Lotus Corporation, chief executive officer of CT Bright Holdings Limited and senior vice chairman of Chia Tai Group Agro-Industry and Food Business for China Area. Mr. Yang previously acted as the manager of Nichiyo Co., Ltd. for China Division and the Chief Representative of Nichiyo Co., Ltd, Beijing Office. Mr. Yang is also a member of the twelfth National Committee of the Chinese People's Political Consultative Conference, Director of Ping An Insurance (Group) Company of China (中國平安保險集團), a non-Executive Director of CITIC Limited, deputy dean of China Institute for Rural Studies, Tsinghua University (清華大學中國農村研究院), chairman of the Connected Transaction Committee under the Board of China Minsheng Investment Corp. Ltd, council of China Association for NGO International Trade (中國民間組織國際交易促進會), vice president of Beijing Association of Enterprises with Foreign Investment (北京市外商投資企業協會), investment promotion advisor to Beijing Municipal Government and president of Jilin Association of Enterprises with Foreign Investment (吉林省外商投資企業協會), Mr. Yang holds a bachelor's degree from Jiangxi Institute of Science & Technology (江西工學院) and has experience in overseas studies in Japan.

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**APPENDIX I                      PARTICULARS OF DIRECTORS AND SUPERVISORS  
PROPOSED TO BE ELECTED AND RE-ELECTED  
AT THE ANNUAL GENERAL MEETING**

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Save as disclosed above, Mr. Yang does not hold any other positions in the Company or any other member of the Group. He has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does he have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Mr. Yang is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a non-executive Director. Mr. Yang will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Board. Mr. Yang 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 Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Yang 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 the GEM Listing Rules 17.50(2) (h) to (v).

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Cheng Xinsheng (程新生)**, aged 54, joined the Company as an independent non-executive Director in June 2014. He is a professor of Business School of Nankai University as well as a Doctor and Postdoctor of Management (accounting). From 2004 to 2005, he was the visiting scholar of University of Alberta in Canada and the assistant executive editor-in-chief of Nankai Business Review 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 three research projects in Management funded by National Natural Science Foundation and three projects funded by the Foundation of the Ministry of Education. He also participated in over ten key topic projects funded by National Natural Science Foundation, National Philosophy and Social Science Foundation and the Humanities and Social Sciences Foundation of the Ministry of Education. He has published five books, over 50 articles and a translated work. He was an independent director of Offshore Oil Engineering Co., Ltd. (Stock Code: 600583, Shanghai Stock Exchange). Mr. Cheng is currently an independent supervisor of China Oilfield Services Limited (Stock Code: 601808, Shanghai Stock Exchange).

Save as disclosed above, Mr. Cheng does not hold any other positions in the Company or any other member of the Group. He has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does he have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Mr. Cheng 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. Cheng will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Board. Mr. Cheng 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 Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Cheng 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 the GEM Listing Rules 17.50(2) (h) to (v).

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**APPENDIX I                      PARTICULARS OF DIRECTORS AND SUPERVISORS  
PROPOSED TO BE ELECTED AND RE-ELECTED  
AT THE ANNUAL GENERAL MEETING**

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**Mr. Japhet Sebastian Law (羅文銓)**, aged 65, was appointed as an independent non-executive Director in August 2012. He obtained his Doctorate degree of Philosophy in mechanical/industrial engineering from the University of Texas at Austin in 1976. He joined the Chinese University of Hong Kong in 1986. 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 until 2002 and retired from the University of Hong Kong on 1 August 2012. Prior to returning to Hong Kong, Mr. Law 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. Mr. Law has consulted with various corporations in Hong Kong and overseas. He is also actively participated 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 served on the boards of profit, non-profit and charitable organisations in Hong Kong and overseas. From July 2010 to July 2013, he was an independent non-executive Director of Cypress Jade Agricultural Holdings Limited (Stock Code: 00875), and an independent non-executive Director of Shanghai La Chapelle Fashion Co., Ltd. (Stock Code: 06116) from August 2013 to July 2016. Mr. Law is currently an independent non-executive Director of Beijing Capital International Airport Co., Ltd. (Stock Code: 00694), Tianjin Port Development Holdings Limited (Stock Code: 03382), Regal Hotels International Holdings Limited (Stock Code: 00078), Shougang Fushan Resources Group Limited (Stock Code: 00639), Binhai Investment Company Limited (Stock Code: 02886), being companies whose shares are listed on the main board of the Stock Exchange, and Global Digital Creations Holdings Limited (Stock Code: 08271), being company whose shares are listed on the GEM.

Save as disclosed above, Mr. Law does not hold any other positions in the Company or any other member of the Group. He has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does he have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Mr. 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. Mr. Law will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Board. Mr. 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 Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Law 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 the GEM Listing Rules 17.50(2) (h) to (v).

**Mr. Zhou Zisheng (周自盛)**, aged 67, joined the Company as an independent non-executive Director in June 2014. He is an associate professor of economics and a fellow of China National Democratic Construction Association. He once served as the Deputy Secretary and the Director of Practice Standards Working Committee of Securities Association of China. From December 2009 to February 2014, Mr. Zhou served as the independent director of Sihuan Pharmaceutical Company Limited (四環藥業股份有限公司) (Stock Code: 000605, Shenzhen Stock Exchange).



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**APPENDIX I                      PARTICULARS OF DIRECTORS AND SUPERVISORS  
PROPOSED TO BE ELECTED AND RE-ELECTED  
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**SUPERVISORS**

**Shareholder Representative Supervisors**

**Ms. Xu Jianxin (徐建新)**, aged 52, was the solicitor of Tianjin Teda Law Firm, the legal advisor of Tianjin Teda Investment Holding Co., Ltd., the deputy director and legal advisor of the office of Tianjin Teda Investment Holding Co., Ltd. and the chairman of the supervisory committee of Sihuan Pharmaceutical Company Limited (四環藥業股份有限公司). She was the supervisor of Tianjin Seamless Steel Pipe (Group) Corporation Limited (天津無縫鋼管集團有限公司) and Tianjin Binhai Energy & Development Co., Ltd. (天津濱海能源發展股份有限公司). Currently she is the Deputy Secretary of the Discipline Inspection Commission and Director of Discipline Inspection and Supervision Office of Tianjin Teda Investment Holding Co., Ltd. She is concurrently holding the position of the chairman of the supervisory committee of Tianjin Jinbin Development Co. Ltd, the supervisor of Northern International Trust Co., Ltd. (北方國際信託股份有限公司), the supervisor of Tianjin Teda International (Group) Holding Company Limited (天津市泰達國際控股(集團)有限公司) and the director of Bohai Industrial Investment Fund Management Co., Ltd.

Save as disclosed above, Ms. Xu does not hold any other positions in the Company or any other member of the Group. She has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does she have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Ms. Xu is appointed as a Supervisor at the Annual General Meeting, the Company will enter into a service agreement with her in respect of her appointment as a Supervisor. Ms. Xu will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Supervisory Committee. Ms. Xu is entitled to a Supervisor'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 Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Ms. 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 the GEM Listing Rules 17.50(2) (h) to (v).

**Mr. Wang Yonggan (王永干)**, aged 39, is a certified public accountant registered in China and a tax accountant registered in China. He graduated from Dalian University of Technology with a Master's degree in Business Administration. He was the Assistant Director and Deputy Director of the Finance Department of Jiangsu Chia Tai Tian Qing Pharmaceutical Co., Ltd, Finance Manager and Assistant Finance Director of Chia Tai Pharmaceutical Group, Deputy General Manager, General Manager and Director of Chia Tai Energy Materials (Dalian) Co., Ltd, General Manager of the Risk Audit Department of Chia Tai Pharmaceutical Group. Currently, he is Deputy General Manager and a director of TEDA Hang Cold-chain Logistics.



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**APPENDIX I                      PARTICULARS OF DIRECTORS AND SUPERVISORS  
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Save as disclosed above, Mr. Wang does not hold any other positions in the Company or any other member of the Group. He has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does he have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Mr. Wang is appointed as Supervisor at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as Supervisor. Mr. Wang will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Supervisory Committee. Mr. Wang is entitled to a supervisor'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 Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Wang 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 the GEM Listing Rules 17.50(2) (h) to (v).

**Mr. Wang Rui (王葵)**, aged 54, is a senior engineer. He graduated from Tianjin Shipping Technical Institute (天津水運技校) and the Department of Mechanical Engineering of Tianjin Technology and Education College (天津職業技術師範學院) in 1981 and 1987, respectively. He completed a bachelor course majoring in administrative management at Tianjin University in 2000 and obtained a master's degree in transportation planning and management from Dalian Maritime University (大連海事大學) in 2009. Mr. Wang had been a trainee teacher at Tianjin Shipping Technical Institute from 1983 to 1985; successively a teacher, the deputy department head and department head of Tianjin Port Staff Training Centre (天津港職工培訓中心) from 1987 to 1996. He held the positions of the deputy general manager and general manager of Tianjin Port Storage & Transportation Co., Ltd. (天津港儲運股份有限公司) from 1996 to 2006; and the general manager of Tianjin Port International Logistics Development Co., Ltd. (天津港國際物流發展有限公司) from 2006 to 2010. Mr. Wang has been an executive director and deputy general manager of Tianjin Port Development Holdings Limited (天津港發展控股有限公司) (Stock code: 3382, Stock Exchange) since 2010.

Save as disclosed above, Mr. Wang does not hold any other positions in the Company or any other member of the Group. He has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does he have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Mr. Wang is appointed as a Supervisor at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a Supervisor. Mr. Wang will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Supervisory Committee. Mr. Wang is entitled to a Supervisor'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 Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Wang 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 the GEM Listing Rules 17.50(2) (h) to (v).

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**APPENDIX I                      PARTICULARS OF DIRECTORS AND SUPERVISORS  
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AT THE ANNUAL GENERAL MEETING**

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**Independent Supervisor**

**Mr. Wu Gang (巫鋼)**, aged 51, graduated from the Business School of Tianjin University of Finance and Economics with a Doctor's degree. Mr. Wu has extensive experience in corporate management and capital market operations with involvement in listing and refinancing of companies. He was Deputy Director of the Office of Tianjin Li Da Group Co., Ltd, Secretary of the Board and Deputy General Manager of Tianjin Jinbin Development Co., Ltd. (SZSE: 000897), Chairman and General Manager of Tianjin Jinbin Yadu Real Estate Development Co., Ltd, Chairman and General Manager of Tianjin Jinbin Science and Technology Industrial Park Investment Co., Ltd, Assistant General Manager of Tianjin Development Holdings Limited (Stock Code: 0882, Stock Exchange) and Secretary of the Board of Tianjin Jinlian Holdings Limited. Currently, he is a teacher at the Business School of Hainan Tropical Ocean University.

Save as disclosed above, Mr. Wu does not hold any other positions in the Company or any other member of the Group. He has no relationship with any Director, supervisor, senior management and substantial or controlling shareholder of the Group, nor does he have any interests in any securities of the Company within the meanings of Part XV of the Securities and Futures Ordinance. If Mr. Wu is appointed as a Supervisor at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a Supervisor. Mr. Wu will be appointed for a term commencing on 12 May 2017 and ending on the expiry of the term of the session of the Supervisory Committee. Mr. Wu is entitled to a Supervisor'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 Shareholders' meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Wu 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 the GEM Listing Rules 17.50(2) (h) to (v).

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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 Friday, 12 May 2017 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 2016.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2016.
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 2016.
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 25 May 2017.
5. 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.

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider and approve the re-election of Mr. Zhang Jian as an executive Director for a term beginning on 12 May 2017 and ending upon expiry of the term of the session of the Board, and authorize the Board to determine the remuneration of Mr. Zhang Jian, to enter into a service agreement with him at 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 Mr. Cui Xuesong as a non-executive Director for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Board, and authorize the Board to determine the remuneration of Mr. Cui Xuesong, to enter into a service agreement with him at 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 re-election of Mr. Zhang Wang as a non-executive Director for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Board, and authorize the Board to determine the remuneration of Mr. Zhang Wang, to enter into a service agreement with him at 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 election of Miss Tse, Therese YY as a non-executive Director for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Board, and authorize the Board to determine the remuneration of Miss Tse, Therese YY, to enter into a service agreement with her at 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. Yang Xiaoping as a non-executive Director for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Board, and authorize the Board to determine the remuneration of Mr. Yang Xiaoping, to enter into a service agreement with him at 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. Cheng Xinsheng as an independent non-executive Director for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Board, and authorize the Board to determine the remuneration of Mr. Cheng Xinsheng, to enter into a service agreement with him at 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. Japhet Sebastian Law as an independent non-executive Director for a term commencing on 12 May 2017 and ending upon expiry of the term of the 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 at and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
13. To consider and approve the re-election of Mr. Zhou Zisheng as an independent non-executive Director for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Board, and authorize the Board to determine the remuneration of Mr. Zhou Zisheng, to enter into a service agreement with him at and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
14. To consider and approve the election of Mr. Chia Pun Kok as an independent non-executive Director for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Board, and authorize the Board to determine the remuneration of Mr. Chia Pun Kok, to enter into a service agreement with him at and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
15. To consider and approve the re-election of Ms. Xu Jianxin as a shareholder representative supervisor of the Company for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Supervisory Committee, and authorize the Board to determine the remuneration of Ms. Xu Jianxin, to enter into a service agreement with her at and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
16. To consider and approve the re-election of Mr. Wang Yonggan as a shareholder representative supervisor of the Company for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Wang Yonggan, to enter into a service agreement with him at and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
17. To consider and approve the re-election of Mr. Wang Rui as a shareholder representative supervisor of the Company for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Wang Rui, to enter into a service agreement with him at 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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18. To consider and approve the election of Mr. Wu Gang as an independent supervisor of the Company for a term commencing on 12 May 2017 and ending upon expiry of the term of the session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Wu Gang, to enter into a service agreement with him at 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 RESOLUTION

19. 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 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 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 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.
- (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  
27 March 2017

*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 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 12 April 2017 to 12 May 2017, 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 11 April 2017.
- (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 April 2017.

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 April 2017.
- (vi) The proposed final dividend is expected to be paid on or before 30 June 2017 to those shareholders whose names appear on the register of members of the Company on 25 May 2017. The register of members of H Shares will be closed from Thursday, 18 May 2017 to Thursday, 25 May 2017, 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 17 May 2017.

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

*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 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.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://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](http://www.tbtl.cn).*