
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 APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

A supplemental 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, 11 May 2018 at 9:30 a.m. is set out on pages 5 to 7 of this circular.

A revised 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) and the Company (www.tbtl.cn). Whether or not you intend to attend the Annual 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 Annual 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 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 and on the Company's website at www.tbtl.cn for at least 7 days from the date of its publication.

25 April 2018

* For identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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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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 Wang (*Chairman of the Board*)

Non-executive Directors:

Mr. Cui Xuesong

Miss. Tse, Theresa Y Y

Mr. Yang Xiaoping

Independent non-executive Directors:

Mr. Cheng Xinsheng

Mr. Chia Pun Kok

Mr. Japhet Sebastian Law

Mr. Zhou Zisheng

*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

25 April 2018

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 25 April 2018. This circular should be read together with the circular to the Shareholders dated 23 March 2018 (the "Circular"). The purpose of this circular is, inter alia, to provide you with information regarding the ordinary resolution to be proposed

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LETTER FROM THE BOARD

at the Annual General Meeting to approve the proposed appointment of the non-executive Director (the “**Resolution**”); and to give you a supplemental notice of the Annual General Meeting and to seek your approval of, the abovementioned resolution to be proposed thereat.

Unless otherwise defined, capitalised terms used in this circular shall have the same meaning as defined in the Circular.

2. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board recommended Mr. Zheng Yuying to be appointed as the non-executive Director of the fourth session of the Board of the Company subject to approval of the Shareholders at the Annual General Meeting.

Biographical details and information relating to Mr. Zheng Yuying pursuant to Rule 17.50(2) of the GEM Listing Rules are set out hereunder.

Mr. Zheng Yuying (鄭宇嬰先生), aged 40, a doctor and a senior economist, graduated from the School of Economics of Fudan University (復旦大學經濟學院) with a major in Finance. Currently, he serves as 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).

Subject to the passing of the Resolution at the Annual General Meeting and in accordance with the Articles, it is proposed that the appointment of Mr. Zheng Yuying will take effect immediately upon the passing of the Resolution at the Annual General Meeting. The Company proposes to enter into a service agreement with Mr. Zheng Yuying for a term starting from the date of the passing of the Resolution in the Annual General Meeting until the expiry of the term of the then session of the Board. Pursuant to the terms of the proposed service agreement, Mr. Zheng Yuying 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.

Save as disclosed above, as at the date of this circular, Mr. Zheng Yuying (i) does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company; (ii) has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not hold any other position with the Company or its subsidiaries or other major appointments and professional qualifications.

Save as disclosed above, Mr. Zheng Yuying 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).

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter about Mr. Zheng Yuying which needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

3. ANNUAL GENERAL MEETING

The supplemental notice of the Annual General Meeting is set out on pages 5 to 7 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the appointment of Mr. Zheng Yuying as a non-executive Director.

A revised form of proxy (“**Revised Proxy Form**”) for use at the Annual General Meeting is enclosed with this circular and such Revised Proxy Form 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 Annual General Meeting, 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 Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting 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.
- (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 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.

LETTER FROM THE BOARD

4. RECOMMENDATION

The Directors are of the view that the proposed appointment of Mr. Zheng Yuying as a non-executive Director is 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 supplemental 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 Wang

Chairman

* *For identification purposes only*

SUPPLEMENTAL 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)
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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “**Company**”) dated 23 March 2018 (the “**Former AGM Notice**”) which sets out the resolutions to be considered by shareholders at the annual general meeting to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People's Republic of China on Friday, 11 May 2018 at 9:30 a.m. (the “**AGM**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following ordinary resolution in addition to the resolutions set out in the Former AGM Notice:

ORDINARY RESOLUTION

7. To consider and approve the appointment of Mr. Zheng Yuying as a non-executive director of the Company with immediate effect upon the passing of the resolution hereof 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. Zheng Yuying 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 Wang
Chairman

Tianjin, the PRC
25 April 2018

* For identification purposes only

SUPPLEMENTAL NOTICE OF ANNUAL 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 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 (“**Share registrar**”) 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 (“**Closing Time**”). 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.

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 AGM 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 AGM 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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.

Capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 25 April 2018.

As at the date of this notice, the Board comprises of Mr. Zhang Wang as executive Director; Mr. Cui Xuesong, Miss Tse, Theresa Y Y and Mr. Yang Xiaoping as non-executive Directors; and Mr. Cheng Xinsheng, Mr. Chia Pun Kok, Mr. Japhet Sebastian Law and Mr. Zhou Zisheng as independent non-executive Directors.

This notice, 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 notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this notice or any statement herein misleading.

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