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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 TRANSFER OF LISTING  
FROM THE GROWTH ENTERPRISE MARKET TO  
THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED  
AND  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY  
AND  
(3) NOTICES OF THE EXTRAORDINARY GENERAL MEETING  
AND THE CLASS MEETINGS**

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Terms used in this cover page shall have the same meaning as those defined in the section headed "Definitions" in this circular.

The notices convening the Domestic Shareholders Class Meeting, the H Shareholders Class Meeting and the EGM to be held at the Conference Room at No.39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Tuesday, 20 August 2013 at 9:30 a.m., 10:00 a.m. and 10:30 a.m. respectively are set out on pages 19 to 27 of this circular.

A form of proxy for use at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class 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 EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Wednesday, 31 July 2013 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 relevant meetings or any adjournment thereof (as the case may be).

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.

5 July 2013

\* For identification purposes only

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## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

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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 traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“Articles”	means the articles of the Company as amended from time to time
“Articles Amendments”	means the proposed amendments to the Articles to comply with the relevant requirements of the Main Board Listing Rules which will become effective upon the date of listing of and commencement of dealing in H Shares on the Main Board
“Board”	means the board of Directors
“Class Meetings”	means the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting
“Company”	means 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)”	means the director(s) of the Company
“Domestic Share(s)”	means the 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
“Domestic Shareholders”	means the holders of the Domestic Shares
“Domestic Shareholders Class Meetings”	means the class meeting of the Domestic Shareholders to be held at No.39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Tuesday, 20 August 2013 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the class meeting of holders of domestic shares which is set out on pages 25 to 27 of this circular, or any adjournment thereof
“Extraordinary General Meeting” or “EGM”	means the extraordinary general meeting of the Company to be held at No.39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Tuesday, 20 August 2013 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the extraordinary general meeting which is set out on pages 19 to 21 of this circular, or any adjournment thereof
“GEM”	means the Growth Enterprise Market of the Stock Exchange

\* For identification purposes only

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## DEFINITIONS

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“GEM Listing Rules”	means the Rules Governing the Listing of Securities on the GEM
“GEM website”	means <a href="http://www.hkgem.com">http://www.hkgem.com</a> , being the internet website operated by the Stock Exchange for GEM
“Group”	means the Company together with its subsidiaries
“H Shares”	means overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the GEM board of the Stock Exchange
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“H Shareholders”	means the holders of H Shares
“H Shareholders Class Meeting”	means the class meeting of the H Shareholders to be held at No.39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Tuesday, 20 August 2013 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the class meeting of holders of H shares which is set out on pages 22 to 24 of this circular, or any adjournment thereof
“Latest Practicable Date”	means 3 July 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Committee”	means the listing sub-committee of the directors of the Stock Exchange which is responsible for the Main Board listing matters
“Main Board”	means the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM, and for avoidance of doubt, it does not include GEM for the purpose hereof
“Main Board Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	means the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	means Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shares”	means the Domestic Shares and the H shares
“Shareholders” or “Members”	means holder(s) of the Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	means the proposed transfer of listing of the H Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules
“%”	means per cent

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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

*Non-executive Directors:*

Mr. Zhang Jun

Mr. Hu Jun

Mr. Tse Ping

Mr. Yang Xiaoping

*Independent Non-executive Directors:*

Mr. Zhang Limin

Mr. Liu Jingfu

Mr. Luo Yongtai

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:*

Computershare Hong Kong Investor Services Limited

Rooms 1712-1716, 17th Floor, Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

5 July 2013

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED TRANSFER OF LISTING  
FROM THE GROWTH ENTERPRISE MARKET TO  
THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED  
AND  
(2) PROPOSED AMENDMENTS TO ARTICLES OF THE COMPANY  
AND  
(3) NOTICES OF EXTRAORDINARY GENERAL MEETING  
AND CLASS MEETINGS**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding, among other things, (i) details of the Transfer of Listing and the Articles Amendments, and (ii) notices of the EGM and the Class Meetings.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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### 2. PROPOSED TRANSFER OF LISTING

Reference is made to the announcement of the Company dated 26 June 2013, whereby the Board was pleased to announce that on 26 June 2013, it has approved, among other things, the proposed transfer of listing of its H Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules.

The Transfer of Listing is subject to approvals from the Shareholders and the Stock Exchange. The EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting will be convened on 20 August 2013 for the Shareholders to consider and if thought fit, to approve, among other things, (i) the Transfer of Listing; (ii) the Articles Amendments; and (iii) the authorization to the Board to take any actions as it may consider necessary, desirable and expedient in relation to the matters mentioned above, including without limitation, obtaining all the necessary approvals from the Stock Exchange.

#### **Reasons for the Transfer of Listing**

The principal businesses of the Group are logistics and supply chain services for transportation of finished automobiles and their components, logistics and supply chain services for electronic components, materials procurement and related logistics services and other services such as bonded warehouse, container yard, supervision, agency and transportation services. Since the listing of its H Shares on GEM on 30 April 2008, the size and the business of the Group have grown steadily. The Directors are of the view that a listing of its H Shares on the Main Board will facilitate an increase in the liquidity of its H Shares, enhance the public profile of the Group and recognition from the investing public, including the institutional investors, and will be beneficial to the future growth, financing flexibility and business development of the Group.

The Transfer of Listing will not involve any issue of new Shares by the Company. Following the Transfer of Listing, no material change in the major business activities of the Group is being currently contemplated by the Directors.

#### **Requirements under the PRC Regulations**

According to the existing Articles and the relevant PRC laws and regulations, Shareholders' approval is required for the application of the Transfer of Listing, the Articles Amendments and the relevant authorization. Subject to the Shareholders' approval at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the Transfer of Listing, the Articles Amendment and the relevant authorization, the Company will make a formal application to the Stock Exchange in relation to the Transfer of Listing in due course.

#### **Conditions for the Transfer of Listing**

The Transfer of Listing is subject to, among other things, the following conditions:

- (i) the Company's fulfillment of all the applicable listing requirements on the Main Board as stipulated in the relevant rules and regulations of the PRC and the Main Board Listing Rules;



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## LETTER FROM THE BOARD

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- (ii) the obtaining of the Shareholders' approvals at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the Transfer of Listing;
- (iii) the obtaining of the Shareholders' approvals at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the Articles Amendments;
- (iv) the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board; and
- (v) the obtaining of all other relevant consents or approvals (if any) which are required in connection with the Transfer of Listing.

**Warning: The Company would like to emphasize that (i) the proposed Transfer of Listing is only at a preliminary stage and that the definitive timetable for the proposed Transfer of Listing has not yet been finalized; and (ii) there is no assurance that the Company will be able to obtain the relevant approvals for the proposed Transfer of Listing from, among others, the Shareholders in the EGM and the Class Meetings, and the Stock Exchange. Shareholders and potential investors should be aware that the Transfer of Listing may or may not be completed. Further, Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.**

### **3. PROPOSED ARTICLES AMENDMENTS**

The Articles Amendments mainly involve amendments to the relevant provisions of the Articles for the purpose of complying with the requirements of the relevant laws and regulations of the places of incorporation and listing of the Company in relation to the Transfer of Listing, including the Main Board Listing Rules. A special resolution in relation to the Articles Amendments will be proposed at the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting respectively for approval. Subject to the passing of the special resolution at each of the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting respectively, the Articles Amendments will become effective upon the listing of and commencement of dealing in H Shares on the Main Board. If the Company does not proceed with the Transfer of Listing, the Articles Amendments will not come into effect and the existing Articles will continue to be in full force.

Details of the Articles Amendments are set out in Appendix I of this circular.

### **4. EXTRAORDINARY GENERAL MEETING, H SHAREHOLDERS CLASS MEETING, DOMESTIC SHAREHOLDERS CLASS MEETING AND PROXY ARRANGEMENT**

The notices of the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting are set out on pages 19 to 27 of this circular. At the EGM and the Class Meetings, resolutions will be proposed to approve, among others, the Transfer of Listing, the Articles Amendments and the relevant authorization.

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## LETTER FROM THE BOARD

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A form of proxy for use at each of the EGM and the Class Meetings 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 EGM and the Class Meetings, you are requested to complete and return (i) the enclosed proxy form in accordance with the instructions printed thereon not later than Wednesday, 31 July 2013; 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 relevant meetings or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the relevant meetings and voting in person if you so wish.

An announcement will be made by the Company following conclusion of the EGM and the Class Meetings to inform the Shareholders of the results of such meetings.

### 5. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

According to GEM Listing Rule 17.47(4), any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all resolutions put to vote at each of the EGM and the Class Meetings will be taken by poll.

### 6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company in Hong Kong will be closed from 18 July 2013 to 20 August 2013, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of shareholders who are qualified to attend and vote at the EGM and the respective class meeting of the Company, 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 17 July 2013.

### 7. RECOMMENDATION

The Directors consider that the Transfer of Listing together with the Articles Amendments are in the interest of the Group and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolutions to be proposed at each of the EGM and the Class Meetings.

### 8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix II to this circular.

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 purpose only

This Appendix I set out the existing Articles of the Company and proposed amendments thereto for the purpose of information. The terms used herein shall have the same meanings as defined in the Articles.

The English version of this Appendix I is not an official translation of the Chinese version. In the case of any discrepancies, the Chinese version shall prevail.

<b>Clauses</b>	<b>Existing Articles</b>	<b>Amended Articles</b>
Article 3 of Chapter 1	<p>The Company's Domicile: No.39 Bohai Road, Tianjin Economic-Technological Development Area</p> <p>P.C : 300457 Tel : 022-62008001 Fax : 022-62008002</p>	<p>The Company's Domicile: No.39 Bohai Road, Tianjin Economic-Technological Development Area</p> <p>P.C : 300457 Tel : 022-59858181 Fax : 022-59858100</p>
Article 7 of Chapter 1	<p>The Company establishes these articles of association of the Company (hereinafter referred to as the "Articles of Association" or the "Articles") in lieu of the existing articles of association (hereinafter referred to as the "Existing Articles") in accordance with Companies Law, Special Regulations, Mandatory Provisions and Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (hereinafter referred to as the "Comments on the Amendments to Articles of Association") as well as relevant requirements of other government laws and administrative regulations.</p> <p>Shareholders of the Company shall be entitled to their rights and be liable to the Company to the extent of the shares subscribed for by them. The Company shall be liable for its debts and shall cover such debts with all its available assets.</p> <p>The Company is an independent legal person and is governed and protected by the laws and administrative regulations of the People's Republic of China.</p>	<p>The Company establishes these articles of association of the Company (hereinafter referred to as the "Articles of Association" or the "Articles") in lieu of the existing articles of association (hereinafter referred to as the "Existing Articles") in accordance with Companies Law, Special Regulations, Mandatory Provisions, Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (herein after referred to as the "Comments on the Amendments to Articles of Association") and relevant requirements of other government laws and administrative regulations, as well as the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules").</p> <p>Shareholders of the Company shall be entitled to their rights and be liable to the Company to the extent of the shares subscribed for by them. The Company shall be liable for its debts and shall cover such debts with all its available assets.</p> <p>The Company is an independent legal person and is governed and protected by the laws and administrative regulations of the People's Republic of China.</p>

Clauses	Existing Articles	Amended Articles
Article 8 of Chapter 1	<p>The Articles shall be effective from the date of listing of the Company's overseas-listed foreign shares on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "HKSE"), subject to the approval of the general meeting of shareholders of the Company. The Existing Articles of the Company shall automatically become null and void and be replaced by the Articles on the date they are effective.</p>	<p>The Articles shall be effective subject to the approval of the general meeting of shareholders of the Company upon the listing of the Company on the main board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "HKSE") in lieu of the Existing Articles of the Company originally registered with the administrative authorities of industry and commerce.</p>
Article 13 of Chapter 2	<p>The Company is an independent corporate legal person. All the Company's acts shall comply with the PRC laws and regulations and safeguard the lawful interests of its shareholders. The Company shall be governed and protected by the PRC laws, regulations and other relevant governmental provisions.</p>	<p>The Company is an independent corporate legal person. All the Company's acts shall comply with the laws and regulations of the PRC as well as the Listing Rules, and safeguard the lawful interests of its shareholders.</p>
Article 41 of Chapter 6	<p>The Company's shares may be transferred, given, inherited and pledged in accordance with relevant laws, administrative regulations and the provisions herein.</p> <p>Where shareholders holding more than 5% of the Company's shares with voting rights have their shares pledged, a report shall be submitted to the Company in writing within 3 working days from the date of occurrence thereof.</p> <p>Any transfer and assign of shares shall be registered with the share registrar appointed by the Company, the charge of fees (if any) in relation thereto shall not exceed the maximum amount as specified by HKSE from time to time in the GEM Listing Rules.</p>	<p>The Company's shares may be transferred, given, inherited and pledged in accordance with relevant laws, administrative regulations and the provisions herein.</p> <p>Where shareholders holding more than 5% of the Company's shares with voting rights have their shares pledged, a report shall be submitted to the Company in writing within 3 working days from the date of occurrence thereof.</p> <p>Any transfer and assign of shares shall be registered with the share registrar appointed by the Company, the charge of fees (if any) in relation thereto shall not exceed the maximum amount as specified by HKSE from time to time in the Listing Rules.</p>
Clause (1), Article 46 of Chapter 6	<p>(1) Pay a fee of HK\$2 to the Company (in respect of each transfer document) or the higher amount as required from time to time by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") for the registration of the shares transfer instrument and other documents in respect of or by which the ownership of shares may be affected;</p>	<p>(1) Pay a fee of HK\$2 to the Company (in respect of each transfer document) or the higher amount as required from time to time by the Listing Rules for the registration of the shares transfer instrument and other documents in respect of or by which the ownership of shares may be affected;</p>

<b>Clauses</b>	<b>Existing Articles</b>	<b>Amended Articles</b>
Article 106 of Chapter 10	<p>The directors shall be elected or replaced at the shareholders' general meeting and their term of office shall be three years. Upon the expiry of the term, a director shall be eligible for re-election and re-appointment. The shareholders' general meeting shall not dismiss any director without valid reasons prior to the expiry of his/her service term.</p> <p>Subject to the compliance with relevant laws and administrative regulations, the shareholders' general meeting may dismiss any director during his/her service term by way of an ordinary resolution (provided any claim for damages pursuant to the contract shall not be prejudiced).</p> <p>The written notices in relation to the intention of a person to be nominated for election as a director and the indication of such person's willingness to accept the nomination shall be lodged to the Company after the day on which the notice of the shareholders' general meeting is dispatched and at least 7 days prior to the date of such meeting.</p> <p>Candidates for the first session of the board of directors shall be nominated by the promoter and elected at the inaugural meeting of the Company. The number of persons to be elected as directors for each term shall not be less than that as is stipulated under Article 105 of the Articles, and shall not be more than the maximum number of directors as is determined by way of an ordinary resolution at the shareholders' general meeting. In the event that the number of persons who are approved at the shareholders' general meeting to be elected as directors exceeds the proposed maximum number, up to the proposed maximum number of the directors shall be elected in accordance with and in the sequence of the number of votes each of such persons acquired.</p>	<p>The directors shall be elected or replaced at the shareholders' general meeting and their term of office shall be three years. Upon the expiry of the term, a director shall be eligible for re-election and re-appointment. The shareholders' general meeting shall not dismiss any director without valid reasons prior to the expiry of his/her service term.</p> <p>Subject to the compliance with relevant laws and administrative regulations, the shareholders' general meeting may dismiss any director during his/her service term by way of an ordinary resolution (provided any claim for damages pursuant to the contract shall not be prejudiced).</p> <p>The written notices in relation to the intention of a person to be nominated for election as a director and the indication of such person's willingness to accept the nomination shall be lodged to the Company after the day on which the notice of the shareholders' general meeting is dispatched and at least 7 days prior to the date of such meeting.</p> <p>Candidates for the first session of the board of directors shall be nominated by the promoter and elected at the inaugural meeting of the Company. The number of persons to be elected as directors for each term shall not be less than that as is stipulated under Article 105 of the Articles, and shall not be more than the maximum number of directors as is determined by way of an ordinary resolution at the shareholders' general meeting. In the event that the number of persons who are approved at the shareholders' general meeting to be elected as directors exceeds the proposed maximum number, up to the proposed maximum number of the directors shall be elected in accordance with and in the sequence of the number of votes each of such persons acquired.</p>

Clauses	Existing Articles	Amended Articles
	<p>Independent non-executive directors of the directors shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>1. independent of shareholders of the Company;</li> <li>2. not in office within the Company; and</li> <li>3. one of the independent non-executive directors shall possess appropriate professional qualifications and expertise in accounting or financial management in compliance with the Rules Governing the Listing of Securities on the GEM of HKSE.</li> </ol> <p>The external directors shall have sufficient time and possess necessary knowledge to perform their responsibilities. The Company shall provide all information necessary to the external directors in the discharge of their responsibilities. The independent non-executive directors may report directly to the shareholders' general meeting, the securities regulatory authority of the State Council and other relevant authorities.</p>	<p>Independent non-executive directors of the directors shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>1. independent of shareholders of the Company;</li> <li>2. not in office within the Company; and</li> <li>3. one of the independent non-executive directors shall possess appropriate professional qualifications and expertise in accounting or financial management in compliance with the Listing Rules.</li> </ol> <p>The external directors shall have sufficient time and possess necessary knowledge to perform their responsibilities. The Company shall provide all information necessary to the external directors in the discharge of their responsibilities. The independent non-executive directors may report directly to the shareholders' general meeting, the securities regulatory authority of the State Council and other relevant authorities.</p>
Article 116 of Chapter 10	<p>(Extracted from the Existing Article)</p> <p>A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest, nor shall he attend for discussion on any part in relation to any contract or arrangement or any other proposal in which he or any of his associates has a material interest; and he shall not be counted in the quorum provided that a quorum is present at the meeting. The aforesaid "associates" shall have the same meanings as in the GEM Listing Rules, and the events in relation to any contract or arrangement or any other proposal in which a director or any of his associates has a material interest include:</p>	<p>To amend the expression "GEM Listing Rules" in Article 116 into the expression "Listing Rules", that is:</p> <p>A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest, nor shall he attend for discussion on any part in relation to any contract or arrangement or any other proposal in which he or any of his associates has a material interest; and he shall not be counted in the quorum provided that a quorum is present at the meeting. The aforesaid "associates" shall have the same meanings as in the Listing Rules, and the events in relation to any contract or arrangement or any other proposal in which a director or any of his associates has a material interest include:</p>

Clauses	Existing Articles	Amended Articles
Article 229 of Chapter 25	In the Articles, unless the context otherwise requires, the following terms and expressions have the following meanings:	In the Articles, unless the context otherwise requires, the following terms and expressions have the following meanings:
	“Articles” means the articles of association of the Company	“Articles” means the articles of association of the Company
	“Board” means the board of directors of the Company	“Board” means the board of directors of the Company
	“Chairman” means the chairman of the Board	“Chairman” means the chairman of the Board
	“Director(s)” means any director(s) of the Company	“Director(s)” means any director(s) of the Company
	“Ordinary Shares” means any domestic shares or overseas-listed foreign shares of the Company	“Ordinary Shares” means any domestic shares or overseas-listed foreign shares of the Company
	“Company’s Domicile” means the Company’s legal address of No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC	“H Shares” means overseas-listed foreign shares of the Company
	“RMB” means the lawful currency of the PRC	“Company’s Domicile” means the Company’s legal address of No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC
	“HK\$” means the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China	“RMB” means the lawful currency of the PRC
	“PRC” and “State” means the People’s Republic of China	“HK\$” means the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
	“HKSE” means The Stock Exchange of Hong Kong Limited	

Clauses	Existing Articles	Amended Articles
	<p>“Company” means the Company, being Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司)</p>	<p>“PRC” and “State” means the People’s Republic of China</p>
	<p>“Accounting Firm” shall has the same meaning with “auditor” as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p>	<p>“Hong Kong” means the Hong Kong Special Administrative Region of the PRC</p> <p>“HKSE” means The Stock Exchange of Hong Kong Limited</p>
	<p>“Listing Rules” means the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited</p>	<p>“Company” means the Company, being Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司)</p> <p>“Accounting Firm” shall has the same meaning with “auditor” as defined in Listing Rules</p>
		<p>“Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p>



Clauses	Existing Articles	Amended Articles
Article 230 of Chapter 25	<p>The “Mandatory Provisions”, “Comments on the Amendments to Articles of Association” and the “Hong Kong GEM Listing Rules” in the marginal notes to the relevant provisions of the Articles mean that such provisions were made in accordance with the relevant requirements of <i>Mandatory Provisions for Companies Listing Overseas</i> issued by the State Council Securities Committee and the State Commission for Restructuring the Economic System on 27 August 1994, <i>Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong</i> issued by the Overseas Listing Department of the CSRC and the Production System Department of State Commission for Restructuring the Economic System on 3 April 1995 and the <i>Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited</i> as amended from time to time.</p>	<p>The “Mandatory Provisions”, “Comments on the Amendments to Articles of Association” and the “Hong Kong GEM Listing Rules” in the marginal notes to the relevant provisions of the Articles mean that such provisions were made in accordance with the relevant requirements of <i>Mandatory Provisions for Companies Listing Overseas</i> issued by the State Council Securities Committee and the State Commission for Restructuring the Economic System on 27 August 1994, <i>Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong</i> issued by the Overseas Listing Department of the CSRC and the Production System Department of State Commission for Restructuring the Economic System on 3 April 1995 and the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> as amended from time to time.</p>

**RESPONSIBILITY STATEMENT**

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 document misleading.

**DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARE CAPITAL OF THE COMPANY AND ITS ASSOCIATES**

As at the Latest Practicable Date, none of the Directors, supervisors and chief executive of the Company or their respective associates (with the meaning of the GEM Listing Rules) held interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (with the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange under the provisions of Divisions 7 and 8 of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong) (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were otherwise required to be notified to the Company and Stock Exchange pursuant to Rules 5.46 to 5.67.

**SUBSTANTIAL SHAREHOLDER'S INTERESTS**

So far as is known to the Directors, supervisors and chief executive of the Company, as at the Latest Practicable Date, the following person (other than a Director or a Supervisor or chief executive of the Company) held or deemed to hold interests or short positions in the shares and underlying shares of the Company, which were required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

## Long Position in Shares

Name	Capacity	Number and class of shares (Note 1)	Approximate percentage of shareholding in the same class of shares	Approximate percentage of shareholding to the Company's total issued share capital
Tianjin Teda Investment Holding Company Limited	Beneficial owner	150,420,051 (L) Domestic Shares	58.74%	42.45%
Chia Tai Pharmaceutical Investment (Beijing) Co. Ltd.	Beneficial owner	77,303,789 (L) Domestic Shares	30.19%	21.82%
Chia Tai Land Company Limited	Beneficial owner	28,344,960 (L) Domestic Shares	11.07%	8%
Tianjin Port Development Holdings Limited	Beneficial owner	20,000,000 (L) H Shares	20.36%	5.64%
Hongkong Topway Trading Co., Limited	Beneficial owner	10,000,000 (L) H Shares	10.18%	2.82%
The National Council for Social Security Fund of the People's Republic of China	Beneficial owner	8,931,200 (L) H Shares	9.09%	2.52%

*Note:*

1. The letter "L" denotes the shareholders' long position in the share capital of the Company.

Save as disclosed above, the Directors are not aware of any persons (other than a Director or a Supervisor or chief executive of the Company) who held, or deemed to hold interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group as at the Latest Practicable Date.

**DIRECTORS' AND SUPERVISORS' INTERESTS IN ASSETS AND CONTRACTS**

As at the Latest Practicable Date, none of the Directors and the supervisors of the Company had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to the Company or are proposed to be acquired or disposed of by or leased to the Company since 31 December 2012 (being the date of the latest published audited financial statements of the Group).

None of the Directors and the supervisors of the Company was materially interested in any contract or arrangement entered into by the Company subsisting at the Latest Practicable Date and which is significant in relation to the business of the Company.

**COMPETING BUSINESS**

As at the Latest Practicable Date, none of the Directors nor his associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with that of the Group.

**MATERIAL ADVERSE CHANGE**

Save as disclosed in this circular, as at the Latest Practicable Date, the Directors are not aware of any material adverse change to the financial or trading position of the Group since 31 December 2012 (being the date of the latest published audited financial statements of the Group).

**DIRECTORS' SERVICE CONTRACTS**

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

**DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Company's principal place of business in Hong Kong during normal business hours from 9:30 a.m. to 1:00 p.m. and from 2:00 p.m. to 6:00 p.m. (other than Saturdays, Sundays and public holidays) from the date of this circular up to and including the date of the EGM and the Class Meetings:

- (i) the existing Articles; and
- (ii) the amended Articles which will become effective upon the date of listing and commencement of dealing in H Shares on the Main Board.

**MISCELLANEOUS**

- (i) The registered office and the principal place of business in the PRC of the Company is at No.39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC.

- (ii) The principal place of business of the Company in Hong Kong is Unit B, 1st Floor, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong.
- (iii) The Company's H Share registrar and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (iv) The company secretary of the Company is Mr. Lo Tai On, who is a non-practising Hong Kong qualified accountant.
- (v) The compliance officer of the Company is Mr. Zhang Jian.
- (vi) In the event of inconsistency, the English language text of this circular (except Appendix I) shall prevail over the Chinese language text.

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## NOTICE OF THE EXTRAORDINARY 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 THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the “Company”) will be held on Tuesday, 20 August 2013 at 10:30 a.m. at the registered office of the Company at No.39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People’s Republic of China (the “PRC”) for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 5 July 2013 (the “Circular”) shall have the same meaning herein.

#### SPECIAL RESOLUTIONS

1. **“THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;
- (b) the board of directors (the “Board”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:
  - (i) determining the timetable thereof;

\* For identification purposes only

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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- (ii) making any applications and submissions to the Stock Exchange and (if applicable) any other regulatory or governmental authority(ies) for the Transfer of Listing;
- (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
- (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

### 2. “THAT

- (a) subject to the passing of the special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities; and
- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.”

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*

Tianjin, the PRC  
5 July 2013

*As at the date of this notice, the executive Director is Mr. Zhang Jian; the non-executive Directors are Mr. Zhang Jun, Mr. Hu Jun, Mr. Tse Ping and Mr. Yang Xiaoping; and the independent non-executive Directors are Mr. Zhang Limin, Mr. Liu Jingfu, Mr. Luo Yongtai and Mr. Japhet Sebastian Law.*

\* For identification purpose only

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. A member of the Company (“Member”) entitled to attend and vote at the EGM 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 EGM is enclosed herewith. In the case of joint holders of any Share, 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 EGM, and this notice shall be deemed to be given to all joint holders of such Share.
2. 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 Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of domestic shares, with the Company’s office 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 EGM or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of Members will be closed from 18 July 2013 to 20 August 2013, both days inclusive, during which period no transfer of shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant H 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 17 July 2013. Shareholders whose names appear on the register of Members on 18 July 2013 will be entitled to attend the EGM.
4. Whether or not H shareholders of the Company intend to attend the EGM, they are requested to complete the enclosed reply slip for the EGM and return it, by hand or by post, to 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 on or before 31 July 2013.
5. Whether or not domestic shareholders of the Company intend to attend to the EGM, they are requested to complete the enclosed reply slip for the EGM and return it, by hand or by post, to the Company’s office at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on or before 31 July 2013.
6. Shareholders or their proxies attending the EGM shall produce their identification documents.

*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 any statement herein or this document misleading.*

*This notice will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This notice will also be posted on the Company’s website at [www.tbtl.cn](http://www.tbtl.cn).*



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## NOTICE OF THE H SHAREHOLDERS CLASS 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 THE H SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the class meeting of the H shareholders (the “H Shareholders Class Meeting”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the “Company”) will be held on Tuesday, 20 August 2013 at 10:00 a.m. at the registered office of the Company at No.39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People’s Republic of China (the “PRC”) for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 5 July 2013 (the “Circular”) shall have the same meaning herein.

### SPECIAL RESOLUTIONS

1. **“THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;
- (b) the board of directors (the “Board”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:
  - (i) determining the timetable thereof;

\* For identification purposes only

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## NOTICE OF THE H SHAREHOLDERS CLASS MEETING

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- (ii) making any applications and submissions to the Stock Exchange and (if applicable) any other regulatory or governmental authority(ies) for the Transfer of Listing;
- (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
- (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

### 2. “THAT

- (a) subject to the passing of the special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities; and
- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.”

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*

Tianjin, the PRC

5 July 2013

*As at the date of this notice, the executive Director is Mr. Zhang Jian; the non-executive Directors are Mr. Zhang Jun, Mr. Hu Jun, Mr. Tse Ping and Mr. Yang Xiaoping; and the independent non-executive Directors are Mr. Zhang Limin, Mr. Liu Jingfu, Mr. Luo Yongtai and Mr. Japhet Sebastian Law.*

\* For identification purpose only

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## NOTICE OF THE H SHAREHOLDERS CLASS MEETING

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*Notes:*

1. A member of the Company (“Member”) entitled to attend and vote at the H Shareholders Class 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 H Shareholders Class Meeting is enclosed herewith. In the case of joint holders of any Share, 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 H Shareholders Class Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
2. 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 Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 24 hours before the time appointed for holding the H Shareholders Class Meeting or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the H Shareholders Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of Members will be closed from 18 July 2013 to 20 August 2013, both days inclusive, during which period no transfer of shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the H Shareholders Class Meeting, all transfer documents accompanied by the relevant H 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 17 July 2013. H shareholders of the Company whose names appear on the register of Members on 18 July 2013 will be entitled to attend the H Shareholders Class Meeting.
4. Whether or not H shareholders of the Company intend to attend the Shareholders Class Meeting, they are requested to complete the enclosed reply slip for the H Shareholders Class Meeting and return it, by hand or by post, to 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 on or before 31 July 2013.
5. H shareholders of the Company or their proxies attending the H Shareholders Class Meeting shall produce their identification documents.

*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 any statement herein or this document misleading.*

*This notice will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This notice will also be posted on the Company’s website at [www.tbtl.cn](http://www.tbtl.cn).*

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## NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS 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 THE DOMESTIC SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the class meeting of the domestic shareholders (the “Domestic Shareholders Class Meeting”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the “Company”) will be held on Tuesday, 20 August 2013 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 People’s Republic of China (the “PRC”) for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 5 July 2013 (the “Circular”) shall have the same meaning herein.

#### SPECIAL RESOLUTIONS

1. **“THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;
- (b) the board of directors (the “Board”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:
  - (i) determining the timetable thereof;

\* For identification purposes only

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## NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

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- (ii) making any applications and submissions to the Stock Exchange and (if applicable) any other regulatory or governmental authority(ies) for the Transfer of Listing;
- (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
- (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

2. “THAT

- (a) subject to the passing of the special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities; and
- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.”

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*

Tianjin, the PRC

5 July 2013

*As at the date of this notice, the executive Director is Mr. Zhang Jian; the non-executive Directors are Mr. Zhang Jun, Mr. Hu Jun, Mr. Tse Ping and Mr. Yang Xiaoping; and the independent non-executive Directors are Mr. Zhang Limin, Mr. Liu Jingfu, Mr. Luo Yongtai and Mr. Japhet Sebastian Law.*

\* For identification purpose only

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## NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

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*Notes:*

1. A member of the Company (“Member”) entitled to attend and vote at the Domestic Shareholders Class 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 Domestic Shareholders Class Meeting is enclosed herewith. In the case of joint holders of any Share, 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 Domestic Shareholders Class Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
2. 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 office 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 Domestic Shareholders Class Meeting or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Domestic Shareholders Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of Members will be closed from 18 July 2013 to 20 August 2013, both days inclusive, during which period no transfer of shares of the Company will be effected. Domestic shareholders of the Company whose names appear on the register of Members on 18 July 2013 will be entitled to attend the Domestic Shareholders Class Meeting.
4. Whether or not domestic shareholders of the Company intend to attend to the Domestic Shareholders Class Meeting, they are requested to complete the enclosed reply slip for the Domestic Shareholders Class Meeting and return it, by hand or by post, to the Company’s office at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on or before 31 July 2013.
5. Domestic shareholders of the Company or their proxies attending the Domestic Shareholders Class Meeting shall produce their identification documents.

*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 any statement herein or this document misleading.*

*This notice will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This notice will also be posted on the Company’s website at [www.tbtl.cn](http://www.tbtl.cn).*