
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianjin Binhai Teda Logistics (Group) Corporation Limited*, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8348)

**(1) RENEWAL OF CONTINUING CONNECTED TRANSACTIONS
AND
(2) PROPOSED DISTRIBUTION OF INTERIM DIVIDEND
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent financial adviser to the Independent Board Committee
and the independent Shareholders**

Nuada Limited

Corporate Finance Advisory

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

A letter from the Board is set out on pages 4 to 10 of this circular. A letter from the Independent Board Committee containing its recommendation to the independent Shareholders is set out on pages 11 to 12 of this circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the independent Shareholders is set out on pages 13 to 19 of this circular. A notice convening an EGM of Tianjin Binhai Teda Logistics (Group) Corporation Limited* to be held at the Conference Room at No.39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Tuesday, 12 November 2013 at 9:30 a.m. is set out on pages 24 to 26 of this circular.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tbtl.cn). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Tuesday, 22 October 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 Extraordinary General Meeting 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 and on the Company's website at www.tbtl.cn for at least 7 days from the date of its publication.

26 September 2013

* For identification purposes only

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

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

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

“associate”	has the meaning ascribed to it in the GEM Listing Rules;
“Board”	means the board of Directors;
“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;
“connected person”	has the meaning ascribed to it under the GEM Listing Rules;
“Continuing Connected Transactions”	means the transactions as contemplated between the Group and Toyota Group under the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement;
“Director(s)”	means the director(s) of the Company;
“Domestic Shares”	means 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;
“EGM” or “Extraordinary General Meeting”	means the extraordinary general meeting to be held at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Tuesday, 12 November 2013 at 9:30 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 24 to 26 of this circular, or any adjournment thereof;
“GEM”	means the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on the 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;

* For identification purposes only

DEFINITIONS

“Independent Board Committee”	means an independent committee of the Board comprising all the independent non-executive Directors, namely, Mr. Zhang Limin, Mr. Luo Yongtai, Mr. Liu Jingfu and Mr. Japhet Sebastian Law, to be established to advise the independent Shareholders on the Continuing Connected Transactions and the proposed annual caps;
“Independent Financial Adviser” or “Nuada”	Nuada Limited, a corporation licensed under SFO to carry out Type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser to the Independent Board Committee and the independent Shareholders in respect of the Continuing Connected Transactions and their respective annual caps;
“Latest Practicable Date”	means 23 September 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Logistic Service Agreement”	means an agreement dated 23 November 2010 between the Company and Toyota Tsusho in relation to the provision of logistic services and supply chain solutions for automobiles and car components by the Group to Toyota Group for a term of three years until 31 December 2013;
“PRC”	means the People’s Republic of China, which for purpose of this circular, does not include, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	means Renminbi, the lawful currency of the PRC;
“SFO”	means Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Shareholder(s)”	means holder(s) of the Shares;
“Shares”	means the Domestic Shares and the H shares;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	shall have the meaning ascribed to it under the GEM Listing Rules;
“Supplemental Agreement”	means the supplemental agreement dated 4 September 2013 between the Company and Toyota Tsusho to supplement and amend the Logistic Service Agreement in relation to the extension for a term of further three years from 1 January 2014 until 31 December 2016;

DEFINITIONS

“Tianjin Fengtian Logistics”	means Tianjin Fengtian Logistics Co., Ltd. (天津豐田物流有限公司), a sino-foreign equity joint venture incorporated in the PRC on 19 July 1996, which is owned as to 52% by the Company, 36.2% by Toyota Tsusho, 7.3% by Kamigumi Company Limited (日本株式會社上組) and 4.5% by Toyota Transportation Corporation (日本豐田輸送株式會社); and Tianjin Fengtian Logistics is a subsidiary of the Company under the GEM Listing Rules;
“Toyota Group”	means Toyota Motor Corporation and its subsidiaries and associated companies (including Toyota Tsusho, but for the purpose of this circular, excluding the members of the Group) from time to time, being one of the principal group of customers of the Group;
“Toyota Tsusho”	means Toyota Tsusho Corporation (日本豐田通商株式會社), a company incorporated in Japan with limited liability whose common stock is listed on the first section of Tokyo Stock Exchange and Nagoya Stock Exchange, a shareholder of Tianjin Fengtian Logistics holding 36.2% of its entire registered capital. Toyota Tsusho is owned as to approximately 21.57% by Toyota Motor Corporation and its an associated company of Toyota Motor Corporation. Toyota Tsusho is therefore a member of the Toyota Group. Its principal business includes trading of metals, machinery and electronics products, automotive, energy and chemical products, produce and foodstuffs, consumer products, services and materials; and
“%”	means per cent.

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 Directors:

Mr. Zhang Jian (Chairman)

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 and transfer office:

Computershare Hong Kong Investor
Services Limited,
Rooms 1712-1716, 17/F, Hopewell Centre,
183 Queen's Road East, Wanchai, Hong Kong

26 September 2013

To the Shareholders

Dear Sir or Madam,

**(1) RENEWAL OF CONTINUING CONNECTED TRANSACTIONS
AND
(2) PROPOSED DISTRIBUTION OF INTERIM DIVIDEND
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 13 August 2013 in relation to the proposed distribution of a second interim dividend and the announcement of the Company dated 4 September 2013 in relation to the Continuing Connected Transactions.

* For identification purposes only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding, among others, (i) further information regarding the Continuing Connected Transactions, (ii) the recommendation from the Independent Board Committee to the independent Shareholders after taking into consideration of the advice of the Independent Financial Adviser in relation to the Continuing Connected Transactions, (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the independent Shareholders containing its advice on the Continuing Connected Transactions, (iv) further information regarding the proposed distribution of a second interim dividend, and (v) the notice of the EGM.

2. RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

The Logistic Service Agreement as supplemented and amended by the Supplemental Agreement

Reference is made to the announcement of the Company dated 23 November 2010 and the circular of the Company dated 29 November 2010 in relation to certain continuing connected transactions between the Group and Toyota Group.

As disclosed in the announcement dated 4 September 2013, the Board announced that Tianjin Fengtian Logistics and Toyota Tsusho have entered into the Supplemental Agreement on 4 September 2013 to renew the transactions under the Logistic Service Agreement for a further term of three years expiring on 31 December 2016.

On 23 November 2010, Tianjin Fengtian Logistics (a non-wholly owned subsidiary of the Company) and Toyota Tsusho entered into the Logistic Service Agreement relating to the provision of logistics services and supply chain solutions for automobiles and car components by the Group to Toyota Group. The transactions under the Logistic Service Agreement are regarded as non-exempt continuing connected transactions pursuant to the GEM Listing Rules.

The Logistic Service Agreement will expire on 31 December 2013. As disclosed in the announcement of the Company dated 4 September 2013, on 4 September 2013, Tianjin Fengtian Logistics and Toyota Tsusho entered into the Supplemental Agreement pursuant to which Tianjin Fengtian Logistics and Toyota Tsusho have conditionally agreed to, upon the expiry of the initial term of the Logistic Service Agreement, to renew the transactions under the Logistic Service Agreement for a further term of three years from 1 January 2014 until 31 December 2016 on same terms and conditions of the Logistic Service Agreement.

The principal terms of the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement are summarized below:

Parties	:	(1) Tianjin Fengtian Logistics
		(2) Toyota Tsusho
Term	:	3 years commencing from 1 January 2014 until 31 December 2016, subject to any early termination pursuant to the terms of the Logistic Service Agreement, and renewable upon expiry as agreed by the parties

LETTER FROM THE BOARD

- Nature : The Group will offer logistics services and supply chain solutions for automobiles and car components to Toyota Group, mainly including custom clearance, warehouse service and transportation-related logistic service for import and export of automobile components.
- Conditions precedent : The Supplemental Agreement and the transactions contemplated thereunder are conditional upon the obtaining of the approval of the independent Shareholders.
- Pricing basis : The service fees payable by Toyota Group to the Group will be determined by reference to the services specified by Toyota Group, including without limitation, the nature and quantities of goods to be delivered and handled, the time and human resources required, the distance of freight forwarding services and the complexity of the logistics and supply chain solutions (such as processing and packaging cost and fees for customs clearance, where applicable), on normal commercial terms which are no more favourable to Toyota Group than those available to independent third parties.
- Proposed annual monetary caps for the three years ending 31 December 2016 : The proposed annual monetary caps for the three years ending 31 December 2016 are determined based on the Logistic Service Agreement and taking into account the historical figures for the provision of the services to Toyota Group, the anticipated growth in demand in the automobiles and car components industry, the yearly production plan of Toyota Group and expected inflation in the PRC plus a buffer for the unexpected additional logistics and supply chain solution services to be demanded by Toyota Group. Thus, the Board anticipates that the maximum aggregate annual value will not exceed the following caps:

	Year ended 31 December		
	2014	2015	2016
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Logistics services and supply chain solutions for automobiles and car components	91,000	99,900	109,900

LETTER FROM THE BOARD

Historical transaction : The service fees paid by Toyota Group to the Group in amounts for the two respect of logistics services and supply chain solutions for years ending 31 automobiles and car components for the three years ending 31 December 2012 and 31 December 2012 and for the six months ending 30 June 2013 are as follows:
for the six months ending 30 June 2013

	Audited historical amount from 1 January to 31 December 2011 RMB'000	Audited historical amount from 1 January to 31 December 2012 RMB'000	Unaudited historical amount from 1 January to 30 June 2013 RMB'000
Logistics services and supply chain solutions for automobiles and car components	84,915	88,048	41,687

3. INFORMATION ON THE GROUP

The principal businesses of the Group are supply chain and logistics services for finished automobiles and components, supply chain and logistics services for electronic components, materials procurement and related logistics services, and bonded warehouse services, container stack yard service and other services such as supervision, agency and transportation services.

4. INFORMATION ON TOYOTA TSUSHO

Toyota Group is one of the leading manufacturers in the automobiles and car components industry. It has established numerous trade operations, joint ventures and affiliates which engage in the manufacture and trading of automobiles and car components in the PRC. Toyota Tsusho has well established transportation network in Shanghai and Guangzhou.

5. GEM LISTING RULES IMPLICATIONS

Toyota Tsusho, which holds approximately 36.2% equity interest in Tianjin Fengtian Logistics, a non-wholly owned subsidiary of the Company, is a substantial shareholder of Tianjin Fengtian Logistics and thus, a connected person of the Company as defined under the GEM Listing Rules. Despite the applicable ratios (as defined under Rule 19.07 of the GEM Listing Rules) being less than 25%, the proposed annual caps exceed HK\$10,000,000 and, therefore, they constitute non-exempt continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules, which are subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

Except for Mr. Zhang Jian, who is also a director of Tianjin Fengtian Logistics, none of the Directors have any material interest in the Supplemental Agreement. Mr. Zhang Jian has abstained from voting in the Board meeting approving the Supplemental Agreement.

LETTER FROM THE BOARD

Save as disclosed above, to the best of the Director's knowledge, information and belief and having made all reasonable enquiries, neither any Director nor any Shareholder has a material interest in the resolutions proposed at the EGM, and neither any Director nor any Shareholder is required to abstain from voting on any of the resolutions at the EGM in accordance with the GEM Listing Rules.

Save as disclosed above, as to the best knowledge of the Company, no Shareholders have any material interest in the transactions contemplated under the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement, no Shareholders are required to abstain from voting on the transactions contemplated by the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement and the proposed annual monetary caps.

6. REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The Company considers that the Continuing Connected Transactions are important to the long-term business relationship between the Group and Toyota Group and are one major source of income of the Group. Toyota Group have been paying the Group in accordance with the terms of invoice issued by the Group to Toyota Group.

The Directors are of the view that the Continuing Connected Transactions are conducted in the ordinary and normal course of business of the Group and are on normal commercial terms arrived after arm's length negotiation between the relevant parties, which together with the relevant proposed annual caps as set out above are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

7. PROPOSED DISTRIBUTION OF INTERIM DIVIDEND

The Board proposes the distribution of a second interim dividend of RMB0.03 per share for the six months ended 30 June 2013 to all the shareholders whose names appear on the register of members of the Company on 22 November 2013. The total amount of interim dividends to be distributed is approximately RMB10,629,360. The proposed distribution of interim dividend is set out in the ordinary resolution in the notice of the EGM.

Interim dividends payable for the Domestic Shares will be distributed and paid in RMB whereas interim 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 (RMB0.7995 to HK\$1.00) announced by the People's Bank of China on the last continual five business days before the announcement of the interim results (i.e. 6, 7, 8, 9 and 12 August 2013).

Pursuant to the Enterprise Income Tax Law of the People's Republic of China and the Rules for the Implementation of the Enterprise Income Tax Law of the People's Republic of China, both of which were implemented in 2008 and came into force from 1 January 2008, the Company shall be obliged to withhold and pay the enterprise income tax on behalf of non-resident enterprise shareholders whose names appear on the register of members of H shares of the Company with a tax rate of 10% when distributing any dividends to them. As such, any H shares of the Company registered other than in the name(s) of individual(s), including those registered in the name of HKSCC Nominees Limited, other nominees, trustees, or other organisations or groups, shall be deemed to be H shares held by non-resident enterprise shareholder(s) and the enterprise income tax shall be withheld from any dividends payable thereon. The Company shall comply

LETTER FROM THE BOARD

with the relevant rules and regulations to withhold and pay the enterprise income tax on behalf of the relevant holders of H shares whose names appear on the register of members of H shares of the Company as of 22 November 2013 (Friday) for the interim dividend of H shares.

Pursuant to Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa 1993 No. 045 Document (the “**Notice**”) issued by the State Administration of Taxation on 28 June 2011, the dividends to be distributed by the PRC non-foreign invested enterprises whose shares have been issued in Hong Kong to the overseas resident individual shareholders are subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries where they are residing and the PRC.

Pursuant to the aforesaid Notice, when the second interim dividend is distributed to the individual H shareholders whose names appear on the register of members of H shares of the Company on 22 November 2013 (Friday), the Company will withhold and pay 10% of the dividend as individual income tax unless otherwise specified by the relevant tax regulations, tax agreements or the Notice.

Should the holders of H shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for advice in respect of the relevant tax impact on the possession and disposal of the H shares of the Company.

8. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages 24 to 26 of this circular is the notice of the EGM at which ordinary resolutions will be proposed, if thought fit, to approve the continuing connected transactions contemplated under the Supplemental Agreement, the proposed annual monetary caps and the proposed distribution of a second interim dividend as mentioned in this circular.

A form of proxy for use at the EGM 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 EGM, you are requested to complete and return to the principal office of the Company at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on or before 22 October 2013 (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Tuesday, 22 October 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

The votes to be taken at the EGM will be taken by poll, an announcement of the results of which will be published pursuant to the GEM Listing Rules.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Company has established an Independent Board Committee comprising all independent non-executive Directors, namely Mr. Zhang Limin, Mr. Liu Jingfu, Mr. Luo Yongtai and Mr. Japhet Sebastian Law, to consider the Continuing Connected Transactions and the proposed annual monetary caps and to recommend to the independent Shareholders how to vote in the EGM.

Nuada has been appointed as the Independent Financial Adviser for the purpose of advising the Independent Board Committee and the independent Shareholders in relation to the Continuing Connected Transactions.

Your attention is drawn to the letter from the Independent Board Committee set out on pages 11 to 12 of this circular which contains its recommendation to the independent Shareholders, and the letter from Independent Financial Adviser set out on pages 13 to 19 of this circular which contains its advice to the Independent Board Committee and the independent Shareholders.

The Directors consider that all resolutions proposed for consideration and approval by the Shareholders at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM as set out in the notice of the EGM.

Your attention is also drawn to the additional information set out in the Appendix 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 purposes only

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of a letter of recommendation from the Independent Board Committee to the independent Shareholders which has been prepared for the purpose of inclusion in this circular.



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)

26 September 2013

To the independent Shareholders

Dear Sir or Madam,

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

We refer to the circular of the Company dated 26 September 2013 (the “**Circular**”) to the Shareholders, of which this letter forms a part. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

We have been appointed by the Board to advise you as to whether, in our opinion, the terms and conditions of Continuing Connected Transactions in relation to the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement and the proposed annual monetary caps are fair and reasonable so far as the independent Shareholders are concerned.

Nuada has been appointed by the Company as the independent financial adviser to advise you and us in this regard. Details of its advice, together with the principal factors taken into consideration in arriving at such, are set out in its letter on pages 13 to 19 of the Circular.

Having considered the terms and conditions of the Continuing Connected Transactions and taking into account the independent advice given by Nuada set out on pages 13 to 19 of the Circular, we consider that the terms and conditions of the Continuing Connected Transactions are on normal commercial terms and are in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole and are fair and reasonable so far as the independent Shareholders are concerned. Furthermore, we consider that the respective proposed annual caps for the period from 1 January 2014 to 31

* For identification purposes only

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

December 2016 are fair and reasonable so far as the independent Shareholders are concerned. Accordingly, we recommend you to vote in favour of the ordinary resolutions to be proposed at the EGM approving the Continuing Connected Transactions and the proposed annual monetary caps.

Yours faithfully,

For and on behalf of

Independent Board Committee

Mr. Zhang Limin

Mr. Liu Jingfu

Mr. Luo Yongtai

Mr. Japhet Sebastian Law

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter of advice to the Independent Board Committee and independent Shareholders from the Independent Financial Adviser dated 26 September 2013 prepared for incorporation in this circular.

Nuada Limited

Corporate Finance Advisory

19th Floor, BLINK, 111 Bonham Strand

Sheung Wan, Hong Kong

香港上環文咸東街111號BLINK 19字樓

26 September 2013

*To the Independent Board Committee
and the independent Shareholders
of Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Dear Sirs,

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee and the independent Shareholders in respect of the terms of the Continuing Connected Transactions, details of which are set out in the letter from the Board (the “**Letter**”) contained in the circular to the Shareholders dated 26 September 2013 (the “**Circular**”), of which this letter forms part. Terms used in this letter have the same meanings as defined in the Circular unless the context requires otherwise.

On 23 November 2010, Tianjin Fengtian Logistics (a non-wholly owned subsidiary of the Company) and Toyota Tsusho entered into the Logistic Service Agreement relating to the provision of logistics services and supply chain solutions for automobiles and car components by the Group to Toyota Group. The transaction under the Logistic Service Agreement are regarded as non-exempt continuing connected transactions pursuant to the GEM Listing Rules.

The Logistic Service Agreement will expire on 31 December 2013.

On 4 September 2013 (after the trading hours), Tianjin Fengtian Logistics and Toyota Tsusho entered into the Supplemental Agreement pursuant to which Tianjin Fengtian Logistics and Toyota Tsusho have conditionally agreed to, upon the expiry of the initial term of the Logistic Service Agreement, to renew the transactions under the Logistics Service Agreement for a further term of three years from 1 January 2014 until 31 December 2016 on same terms and conditions of the Logistic Service Agreement.

Toyota Tsusho, which holds approximately 36.2% equity interest in Tianjin Fengtian Logistics, a non-wholly owned subsidiary of the Company, is a substantial shareholder of Tianjin Fengtian Logistics and thus, a connected person of the Company as defined under the GEM Listing Rules. Despite the applicable ratios (as defined under Rule 19.07 of the GEM Listing Rules) of the Continuing Connected Transactions being less than 25%, the proposed annual caps exceed HK\$10 million, therefore, according to Rule 20.34 and Rule

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

20.35 of the GEM Listing Rules, the Continuing Connected Transactions constitute non-exempt continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules, which are subject to the reporting, announcement and independent shareholders' approval requirement.

The EGM will be convened by the Company at which resolutions will be proposed to seek approval from the independent Shareholders on the Continuing Connected Transaction and the vote will be taken by poll.

Except for Mr. Zhang Jian, who is also a director of Tianjin Fengtian Logistics, none of the Directors have any material interest in the Supplemental Agreement. Mr. Zhang Jian has abstained from voting in the Board meeting approving the Supplemental Agreement.

Save as disclosed above, to the best of the Director's knowledge, information and belief and having made all reasonable enquiries, neither any Director nor any Shareholder has a material interest in the resolutions proposed at the EGM, and neither any Director nor any Shareholder is required to abstain from voting on any of the resolutions at the EGM in accordance with the GEM Listing Rules.

Save as disclosed above, as to the best knowledge of the Company, no Shareholders have any material interest in the transactions contemplated under the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement, no Shareholders are required to abstain from voting on the transactions contemplated by the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement and the proposed annual monetary caps.

Mr. Zhang Limin, Mr. Liu Jingfu, Mr. Luo Yongtai and Mr. Japhet Sebastian Law, being the independent non-executive Directors, have been appointed by the Board to form the Independent Board Committee to advise and make recommendation to the independent Shareholders as to how to vote at the EGM on the relevant ordinary resolutions regarding the Continuing Connected Transactions.

We, Nuada Limited, have been appointed by the Independent Board Committee as the Independent Financial Adviser to give our independent opinion to the Independent Board Committee and the independent Shareholders as to (i) whether the terms of the Logistic Service Agreement and the Supplemental Agreement are on normal commercial terms, fair and reasonable so far as the independent Shareholders are concerned; (ii) whether the Continuing Connected Transactions are in the interests of the Company and the Shareholders as a whole; and (iii) how the independent Shareholders should vote on the relevant resolution(s) to approve the entering of the Supplemental Agreement at the EGM.

BASIS OF OUR OPINION

In formulating our opinion, we have relied on the information, opinions and representations contained or referred to in the Circular and the information, opinions and representations provided to us by the management of the Company and the Directors. We have assumed that all information, opinions and representations contained or referred to in the Circular and all information, opinions and representations which have been provided by the management of the Company and the Directors, for which they are solely and wholly responsible, were true, accurate and complete at the time when they were made and continue to

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

be so as at the Latest Practicable Date. Should there be any subsequent material changes which occurred during the period from the date of Circular up to the date of the EGM and would affect or alter our opinion, we will notify the Independent Board Committee and the independent Shareholders as soon as possible.

Accordingly, we have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and representations contained in the Circular and provided to us by the Company and the Directors, or the reasonableness of the opinions expressed by the management of the Company and the Directors. The Directors collectively and individually accept full responsibility for the accuracy of the information in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts the omission of which would make any statement in the Circular misleading. We have relied on such information and opinions but have not, however, conducted any independent in-depth investigation into the business, financial conditions and affairs or the future prospects of the Group nor have we considered the taxation implication on the Group or the Shareholders as a result of the Disposal.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our recommendation in relation to the Continuing Connected Transactions and the terms of the Logistic Service Agreement and the Supplemental Agreement, we have considered the following principal factors and reasons.

a. Background information of the Group

The principal businesses of the Group are supply chain and logistics services for finished automobiles and components, supply chain and logistics services for electronic components, materials procurement and related logistics services, and bonded warehouse services, container stack yard service and other services such as supervision, agency and transportation services.

The table below tabulates the financial results of the Group for each of the three years ended 31 December 2012 as extracted from the Group's annual report for the financial year ended 31 December 2012 (the "Annual Report").

	For the year ended 31 December		
	2012	2011	2010
	RMB'000	RMB'000	RMB'000
Revenue	2,016,408	2,288,319	2,863,018
Profit for the year	65,317	91,857	101,930
Basic earnings per share (RMB)	0.17	0.23	0.23

As shown in the Annual Report, the revenue and the profit of the Company experienced a declining trend for the last three financial year. The revenue of the Group decreased from approximately RMB2.9 billion in 2010 to approximately RMB2.0 billion in 2012 and the profit of the Group also decreased from approximately RMB101.9 million in 2010 to approximately RMB65.3 million in 2012.

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According to the annual report of the Company for the year ended 2010, 2011 and 2012, we noted that the revenue generated from the Continuing Connected Transactions to the Group amounted to approximately RMB83.4 million in 2010, approximately RMB84.9 million in 2011 and approximately RMB88.0 million which represent approximately 8.8%, approximately 8.6% and approximately 8.9% of the Group's total revenue of the relevant business segment for the respective year.

b. Established business relationship with Toyota Tsusho

With reference to the website of Toyota Tsusho and the Company's prospectus dated 24 April 2008 (the "**Prospectus**"), we noted that the Toyota Tsusho Corporation is a company incorporated in Japan with limited liability whose common stock is listed on the first section of Tokyo Stock Exchange and Nagoya Stock Exchange. Its principal business includes trading of metals, machinery and electronics products, automotive, energy and chemical products, produce and foodstuffs, consumer products, services and materials. Toyota Tsusho has established a huge sales network, to preform new vehicle sales, spare part sales and after-sales services to support the sales of its vehicles in China, Russia, Africa, Australia and Asia and Oceania region.

According to the Prospectus, the Company's announcement dated 23 November 2010 and the Company's circular dated 29 November 2010, we noted that the Group start its business relationship with Toyota Tsusho since 1996 by way of establishment of Tianjin Fengtian Logistics, a sino-foreign joint venture company in the PRC. On 18 April 2008, the Company entered into a master services agreement with Toyota Tsusho in respects to the provision of logistics services and supply chain solutions for automobiles and car components by the Group to Toyota Tsusho for a term of three years, up to 31 December 2010. On 23 November 2010, the Company renew the Continuing Connected Transactions by entering the Logistic Service Agreement with Toyota Tsusho for a further term of three years, up to 31 December 2013.

As stated in the section headed "Background information of the Group" above, the revenue of the Group generated from the Continuing Connected Transactions amounted to approximately RMB83.4 million in 2010, approximately RMB84.9 million in 2011 and approximately RMB88.0 million in 2012 which represent approximately 8.8%, approximately 8.6% and approximately 8.9% of the Group's total revenue of relevant business segment for the respective year, which illustrated that the contribution from the revenue generated from the Continuing Connected Transactions was stable.

In addition, the business relationship with the Toyota Group enables the Group to enjoy a strong brand recognition.

Having considered the (i) principal business of the Group and the services provided under the Logistics Service Agreement is the same; (ii) the Continuing Connected Transactions have been conducted for a long period of time and there was no breach of Listing Rule in the past according to the annual reports of the Company; (iii) the entering of the Supplemental Agreement is a natural extension of the Logistic Service Agreement according to its terms; and (iv) the revenue contributed from the business relationship with Toyota Tsusho is stable and important to Group's financial performance, we are of the view and concur with the view of the Directors that the Continuing Connected Transactions are conducted in the ordinary and usual course of business of the Group and the entering of the Supplemental Agreement is in the interests of the Company and its shareholders as a whole.

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c. Automobile-related logistics industry in the PRC

According to the statistics from China Association of Automobile Manufacturers, a social organization founded in Beijing in May 1987, with the approval of the Ministry of Civil Affairs of the PRC, which consists of enterprises and institutions engaged in production and management of automobiles, auto parts and vehicle-related industries founded within the boundaries of the PRC and with over 2,000 members, the production of automobiles in the PRC reached approximately 19,271,800 units in 2012, represented an increase of approximately 4.63% compared with that in 2011. For the first seven months ended 31 July 2013, the production of automobiles in the PRC reached approximately 12,335,016 units, represented an increase of approximately 12.46% compared with that in the same period of previous year.

The sales of automobiles in the PRC reached approximately 19,306,400 units in 2012, represented an increase of 4.33% compared with that in 2011. For the first seven months ended 31 July 2013, the production of automobiles in the PRC reached approximately 12,298,593 units, represented an increase of approximately 9.93% compared with that in the same period of previous year. In additional, according to information from the SME Centre of the Hong Kong Trade Development Council, the estimated production of automobiles in the PRC would reach approximately 24 million units in 2015.

Based on the above, we are optimistic about the development of the automobile industry in the PRC in the near future and the entering of the Supplemental Agreement is in the interests of the Company and its shareholders as a whole.

d. Pricing basis of the Logistic Service Agreement

According to the content of the Supplemental Agreement, apart from the extension of the term of the year of the Logistic Service Agreement, there is no alternation in other terms of the Logistic Service Agreement.

In order to assess the fairness of the pricing basis of the Logistic Service Agreement, we asked and obtained other service agreements and record of past transactions for the past three years entered into by the Tianjin Fengtian Logistics and other independent customers, and noted that the pricing basis of the aforesaid is the same as Toyota Tsusho, i.e. was determined by reference to the services specified by the relevant customers, including without limitation, the nature and quantities of goods to be delivered and handled, the time and human resources required, the distance of freight forwarding services and the complexity of the logistics and supply chain solutions (such as processing and packaging cost and fees for customs clearance, where applicable). According to the management of the Company, other than services provided by Tianjin Fengtian Logistics under the Logistic Service Agreement, the Group (except Tianjin Fengtian Logistics) did not provide logistics services and supply chain solutions for automobiles and car components to Toyota Tsusho.

Having consider the above, we are of the view that the terms of the Logistic Service Agreement are fair and reasonable, and it is in the interests of the Company and its shareholders as a whole.

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e. The Annual Caps

The following table illustrate the actual amounts of the Continuing Connected Transactions for each of the three years ended 31 December 2013 and the proposed annual monetary caps (the “**Annual Caps**”) of the Continuing Connected Transactions for the three years ending 31 December 2016:

	For the year ended/ending 31 December					
	2011	2012	2013	2014	2015	2016
<i>(RMB’)</i>						
Annual Caps	99,000	104,000	108,000	91,000	99,900	109,000
Actual amount	84,915	88,048	83,374 [#]	–	–	–
Utilization rate	85.8	84.7	77.2% [#]	–	–	–

[#] being the annualized amount based on the unaudited historical amount from 1 January 2013 to 30 June 2013

According to the discussion with the management of the Company, we noted that the estimation of the Annual Caps are based on the Logistic Services Agreement and taking into account the historical figures for the provision of services to Toyota Group, the anticipated growth in demand in the automobiles and car components industry, the yearly production plan of Toyota Group and expected inflation in the PRC plus a buffer for the unexpected additional logistics and supply chain solution services to be demanded by Toyota Group.

We noted that the Annual Caps for 2014 is lower than that of 2013 which is based on the actual amount of the Continuing Connected Transactions for the unaudited historical transaction amounts for the first six months ended 30 June 2013 and the Annual Caps for 2015 and 2016 are based on the anticipated growth in demand in the automobiles and car components industry, the yearly production plan of Toyota Group and expected inflation in the PRC plus a buffer for the unexpected additional logistics and supply chain solution services to be demanded by Toyota Group. With reference to the recent development of automobiles industry in PRC as stated in the section headed “Automobile-related logistics industry in the PRC” above and there is no breach of the Listing Rule in relation to the Continuing Connected Transactions in the past according to the annual report of the Company, we are of the view that the amount of the Annual Caps is justifiable.

RECOMMENDATION

Having considered the above reasons, including (i) background information of the Group; (ii) established business relationship with Toyota Tsusho; (iii) Automobile-related logistics industry in the PRC; (iv) Pricing basis of the Logistic Service Agreement; and (v) The Annual Caps, we consider that the terms and conditions of the Continuing Connected Transactions are on normal commercial terms and are in the ordinary and usual course of business of the Group and are in the interests of the Company and the its shareholders as a whole and are fair and reasonable so far as the independent Shareholders are concerned. Accordingly, we recommend (i) the Independent Board Committee to advise the independent Shareholders to vote in favor of the relevant resolutions at the EGM to approve the Supplemental Agreement and the

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transactions contemplated thereunder; and (ii) the independent Shareholders to vote in favor of the relevant resolutions at the EGM to approve the Supplemental Agreement and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of
Nuada Limited
Kevin Wong
Vice President

1. 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.

2. 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 of the GEM Listing Rules.

3. 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 to the same class of shares	Approximate percentage of shareholding in the Company's total issued share capital
Tianjin Teda Investment Holding Co., Ltd.	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, and so far as is known to the Directors, as at the Latest Practicable Date, no other person (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.

3. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice which is contained in this circular:

Name	Qualification
Nuada	a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activities under the SFO

Nuada has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they appear. The letter given by Nuada is given as at the date of this circular for incorporation herein.

As at the Latest Practicable Date, Nuada did not have any direct or indirect interest in any assets which had since 31 December 2012 (being the date which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to any member of the Group, or proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, Nuada was not beneficially interested in the share capital of any member of the Group nor had any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2012, being the date to which the latest published audited financial statements of the Group were made up.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into a service contract with any member of the Group which does not expire or is not terminable within one year without payment of compensation (other than statutory compensation).

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or, so far as is known to them, substantial Shareholders of the Company or any of their respective associates, was interested in any business (apart from the Group's business) which competes or is likely to compete either directly or indirectly with the Group's business.

7. DIRECTORS' INTERESTS IN ASSETS OF THE GROUP OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date, and which was significant in relation to the business of the Group.

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

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's principal place of business in Hong Kong at Unit B, 1st Floor, Neich Tower, 128 Gloucester Road, Wanchai, 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 general meeting (date not less than 14 days from the date of this circular):

- (a) the Logistic Service Agreement; and
- (b) the Supplemental Agreement.

9. 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, Rooms 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) shall prevail over the Chinese language text.

NOTICE OF THE EGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 a extraordinary general meeting (the “**EGM**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “**Company**”) will be held on Tuesday, 12 November 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 26 September 2013 (the “**Circular**”) shall have the same meaning herein.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement (as defined and described in the Circular (a copy of which Supplemental Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed;
- (b) the proposed annual monetary caps for the period from 1 January 2014 to 31 December 2016 in relation to the transactions under the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement as described in the Circular be and are hereby approved; and

* For identification purposes only

NOTICE OF THE EGM

- (c) the directors of the Company be and are hereby authorised for and on behalf of the Company to execute all such documents and agreements and do such acts or things as they consider to be necessary, desirable or expedient to implement or give effect to the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement, and all other transactions contemplated thereunder and the proposed annual caps as described in the Circular.”
2. “**THAT** as proposed by the board of directors of the Company, a second interim dividend of RMB0.03 per share to all the shareholders of the Company whose names appear on the register of members of the Company on 22 November 2013 be and is hereby approved and declared.”

By order of the Board

天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Zhang Jian

Chairman

Tianjin, the PRC
26 September 2013

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, 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 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 in Hong Kong will be closed from 11 October 2013 to 12 November 2013, both days inclusive, during which period no transfer of H 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 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 Thursday, 10 October 2013.
- (4) The board of directors of the Company has recommended a second interim dividend of RMB0.03 per share and, if such dividend is declared by the shareholders passing the ordinary resolution, it is expected to be paid on or before 31 December 2013 to those shareholders whose names appear on the register of members of the Company on 22 November 2013. The register of members of H Shares will be closed from Tuesday, 19 November 2013 to Friday, 22 November 2013 (both days inclusive). In order to qualify for the second interim dividend of the Company, holders of H Shares who

* For identification purposes only

NOTICE OF THE EGM

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 Monday, 18 November 2013.

- (5) Whether or not holders of H shares 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 Tuesday, 22 October 2013.
- (6) Whether or not holders of domestic shares 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 mailing address at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on or before Tuesday, 22 October 2013.

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

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited for the purpose of giving the information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this notice 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.