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

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

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天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

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

(Stock Code: 8348)

**(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES,
(2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND
SUPERVISORS,
(3) PROPOSED DECLARATION OF FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Tianjin Binhai Teda Logistics (Group) Corporation Limited* to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 20 June 2014 at 9:30 a.m. is set out on pages 16 to 21 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tbtl.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 30 May 2014 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

This circular will remain on the "Latest Company Announcement" page of the GEM website at www.hkgem.com and on the Company's website at www.tbtl.cn for at least 7 days from the date of its publication.

2 May 2014

* For identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities trade on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. Proposed Grant of General Mandate to Issue Shares	4
3. Proposed election and re-election of Directors and Supervisors	4
4. Proposed declaration of final dividend	5
5. Annual General Meeting	6
6. Recommendation	6
Appendix I – Particulars of Directors and Supervisors proposed to be elected and re-elected at the annual general meeting	7
Notice of Annual General Meeting	16

DEFINITIONS

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

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 20 June 2014 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 16 to 21 of this circular, or any adjournment thereof;
“Articles”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Company”	Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities of the GEM;
“General Mandate”	the mandate proposed to be brought at the AGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of each of the aggregated nominal and of Domestic Shares and H Shares in issue as at the date of the resolution;
“H Share(s)”	overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the GEM board of the Stock Exchange;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	30 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

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DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	the Domestic Shares and the H Shares;
“Shareholders”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Supervisor(s)”	the supervisor(s) of the Company.

LETTER FROM THE BOARD



天津濱海泰達物流集團股份有限公司
Tianjin Binhai Teda Logistics (Group) Corporation Limited*
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8348)

Executive Director:

Mr. Zhang Jian (*Chairman of the Board*)

Non-executive Directors:

Mr. 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
Wan Chai, Hong Kong

2 May 2014

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES,
(2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND
SUPERVISORS,
(3) PROPOSED DECLARATION OF FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is, inter alia, to provide you with information regarding the resolutions to be proposed at the Annual General Meeting for (i) the grant of the General Mandate to the Directors; (ii) the election and re-election of Directors and Supervisors; (iii) the declaration of final dividend; and to give you a notice of the Annual General Meeting and to seek your approval of these resolutions to be proposed thereat.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

To increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue new Shares, the Company proposes to obtain Shareholders' approval for the General Mandate to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares not exceeding 20% of the issued Shares of that class as at the date of the passing of the relevant resolution. Any exercise of the power by the Directors under the General Mandate shall be subject to the relevant requirements of the GEM Listing Rules, the Articles and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing of the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or other applicable laws to be held; or
- (iii) the revocation or variation of the authority given under the relevant resolution by a special resolution of the Company in general meeting.

As at the Latest Practicable Date, the Company had 354,312,000 Shares in issue, which comprised 256,068,800 Domestic Shares and 98,243,200 H Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 51,213,760 Domestic Shares and/or 19,648,640 H Shares on the basis that no further Shares will be issued by the Company prior to the Annual General Meeting.

3. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

Pursuant to the Articles, the term of the Directors and Supervisors is three years and upon expiry of such term, the Directors and Supervisors shall be eligible for re-election. The term of office of all Directors and all Supervisors of the current term will expire on the date of the Annual General Meeting.

Mr. Zhang Jian (張艦) (executive Director and chairman of the Board), Mr. Zhang Jun (張軍), Mr. Hu Jun (胡軍), Mr. Tse Ping (謝炳), Mr. Yang Xiaoping (楊小平) (non-executive Directors), Mr. Zhang Limin (張立民), Mr. Liu Jingfu (劉景福), Mr. Luo Yongtai (羅永泰) and Mr. Japhet Sebastian Law (羅文鈺) (independent non-executive Directors) shall retire from office at the Annual General Meeting. Mr. Zhang Jun, Mr. Hu Jun, Mr. Zhang Limin, Mr. Liu Jingfu and Mr. Luo Yongtai will not offer themselves for re-election at the Annual General Meeting. The Board has nominated Mr. Xu Lifan (許立凡) and Mr. Cui Xuesong (崔雪松) to stand for election as non-executive Directors. The Board has also nominated Mr. Cheng Xinsheng (程新生), Mr. Mei Xingbao (梅興保), Mr. Japhet Sebastian Law and Mr. Zhou Zisheng (周自盛) to stand for election as independent non-executive Directors. Mr. Zhang Jian, Mr. Tse Ping, Mr. Yang Xiaoping and Mr. Japhet Sebastian Law, being eligible, will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Ms. Xu Jianxin (徐建新), Mr. Hai Tianmin (海天敏), Mr. Wang Rui (王蕤) (Shareholder representative Supervisors), Ms. Lu Xia (吕霞) (independent Supervisor), Mr. Yu Ang (俞昂) and Mr. He Hongsheng (何洪生) (staff representative Supervisors) shall retire from office at the Annual General Meeting. The supervisory committee of the Company has nominated Ms. Lu Xia to stand for election as independent Supervisor and Ms. Xu Jianxin, Mr. Hai Tianmin and Mr. Wang Rui to stand for election as Shareholder representative Supervisors. The election of staff representative Supervisors will be dealt with at a separate meeting held by the staff of the Company on or before the date of the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to elect or re-elect the Directors for a term of 3 years, to authorize the Board to enter into new service contracts or appointment letters (as the case may be) with the newly elected Directors, to elect the Shareholder representative Supervisors and the independent Supervisors of the next term and to authorize the Board to enter into new appointment letters with the newly elected Supervisors. The staff representative Supervisors will be elected democratically by the staff of the Company. The term of office of the newly elected Directors and Supervisors will be for a period of 3 years which is proposed to commence on 21 June 2014 and end at the conclusion date of the annual general meeting to be held in 2017.

The biographical details of the candidates proposed to be elected as Directors, Shareholders representative Supervisors and independent Supervisors at the Annual General Meeting are set out in Appendix I to this circular. The biographical details of staff representative Supervisors will be disclosed in an announcement after the staff representative meeting of the Company.

4. PROPOSED DECLARATION OF FINAL DIVIDEND

As stated in the announcement issued by the Company dated 21 March 2014 relating to the annual results of the Company for the year ended 31 December 2013, the Board proposed the payment of a final dividend of RMB0.02 per Share to the Shareholders, which is subject to the Shareholders' approval at the Annual General Meeting, and resolution will be put to the Shareholders for voting at the Annual General Meeting.

Final dividends payable for the Domestic Shares will be distributed and paid in RMB whereas final dividends for H Shares will be distributed in RMB and paid in Hong Kong dollars. The exchange rate will be calculated based on the average median exchange rate of RMB to Hong Kong dollars (RMB0.7902 to HK\$1.00) announced by the People's Bank of China on the last continual five business days before the announcement of the final results (i.e. 14,17,18,19 and 20 March).

If the resolution for the proposed final dividend is passed at the Annual General Meeting, it is expected to be paid on or before 8 August 2014 to those shareholders whose names appear on the register of members of the Company on 4 July 2014. The register of members of H Shares will be closed from Friday, 27 June 2014 to Friday, 4 July 2014, both days inclusive in order to determine the Shareholders' entitlements to the proposed final dividend, and registration of transfer of Shares will be suspended during the period. In order to be entitled to the proposed final dividend, holders of H Shares who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Thursday, 26 June 2014.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

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

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tbtl.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 30 May 2014 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish. According to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll.

6. RECOMMENDATION

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

Yours faithfully,

By order of the Board

天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Zhang Jian

Chairman

* For identification purposes only

EXECUTIVE DIRECTORS

Mr. Zhang Jian (張艦), aged 56, joined the Company as the chairman and general manager in June 2006. He graduated from the semiconductor physics and devices profession (半導體物理與器件專業) of the electronic engineering department of Tianjin University (天津大學) with a bachelor's degree in engineering in 1982. He obtained a master's degree in business administration from the National University of Singapore in 2003 and is a senior electrical engineer accredited by the Tianjin Municipal Engineering Evaluation Committee (天津市工程系列高評委). From 1984 to 1985, he performed administrative secretarial work in Tianjin Economic and Technological Development Area Corporation, the predecessor of Teda Holding. From 1985 to 1987, he worked as a project manager at Teda Industrial Investment Co., Ltd. (天津開發區工業投資公司). From 1987 to 1995, he worked as a deputy manager in Heat and Power Company of Teda Holding (泰達控股熱電公司), a company controlled by Teda Holding, the Controlling Shareholder and an Initial Management Shareholder. From 1995 to 2008, he had been the manager of the investment management department of Teda Holding. He was a former director of Tianjin Binhai Energy & Development Co., Ltd. (天津濱海能源發展股份有限公司) (Stock code: 000695, Shenzhen Stock Exchange) and the former chairman of the supervisory committee of Tianjin Jinbin Development Co., Ltd (天津津濱發展股份有限公司) (Stock code: 000897, Shenzhen Stock Exchange). He is currently the chairman of Tianjin Alps Teda Logistics, Dalian Alps Teda Logistics, Tianjin Fengtian Logistics, Yuan Da Logistics, TEDA Bonded Warehouse, Tedahang Cold Chain Logistics and Teda International Freight Forwarding, and the vice chairman of Tianjin Port International Automobile Logistics, Tianjin Port Gangwan International Automobile Logistics, Tianjin Ferroalloy Exchange Co., Ltd. and Tianjin Tianxin Automobile Inspection Services Co., Ltd. (天津天鑫機動車檢測服務有限公司), the director of He Guang Trade and Business and vice president of the China Federation of Logistics and Purchasing and China Society of Logistics. Both Tianjin Jinbin Development Co., Ltd. And Tianjin Binhai Energy & Development Co., Ltd. are affiliated companies of Teda Holding, the Controlling Shareholder and an Initial Management Shareholder.

Save as disclosed above, Mr. Zhang does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Zhang is elected as an executive Director in the Annual General Meeting, the Company and Mr. Zhang will enter into a service agreement in relation to the appointment of Mr. Zhang as an executive Director. Mr. Zhang's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Zhang will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Zhang that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NON-EXECUTIVE DIRECTORS

Mr. Xu Lifan (許立凡), aged 46, holds the Executive Master of Business Administration (EMBA) and is a senior engineer. He served various positions such as the vice general manager, general manager, party secretary and chairman of Tianjin TEDA Construction Group Co., Ltd. (天津泰達建設集團有限公司) and the party secretary and chairman of Tianjin Jinbin Development Co., Ltd (天津津濱發展股份有限公司) (Stock code: 000897, Shenzhen Stock Exchange). From December 2012 to date, he has been the vice general manager of Tianjin Teda Investment Holding Co., Ltd. (天津泰達投資控股有限公司).

Save as disclosed above, Mr. Xu does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Xu is elected as a non-executive Director in the Annual General Meeting, the Company and Mr. Xu will enter into a service agreement in relation to the appointment of Mr. Xu as a non-executive Director. Mr. Xu's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Xu will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Xu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Cui Xuesong (崔雪松), aged 35, graduated from Tianjin University with a master's degree in management science and engineering. Mr. Cui once served as the office director and the director of the Investment Promotion Department of the Modern Industrial Zone of TEDA. He is currently the deputy manager of the investment management department of Tianjin Teda Investment Holding Co., Ltd. and the director of Tianjin Steel Pipe Group Corporation (天津鋼管集團股份有限公司) and China-Africa TEDA Investment Co., Ltd. (中非泰達投資股份有限公司).

Save as disclosed above, Mr. Cui does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Cui is elected as a non-executive Director in the Annual General Meeting, the Company and Mr. Cui will enter into a service agreement in relation to the appointment of Mr. Cui as a non-executive Director. Mr. Cui's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Cui will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Cui that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Tse Ping (謝炳), aged 62, is the Founder and Chairman of Sino Biopharmaceutical Limited, a listed company on the Hong Kong Stock Exchange (stock code: 01177). With more than 22 years of pharmaceutical related investment and management experience in China, Mr. Tse is currently a director of Chia Tai Pharmaceutical Investment (Beijing) Co. Ltd., Chia Tai – Tianqing Pharmaceutical Group Co., Ltd., Beijing Tide Pharmaceutical Co., Ltd., Nanjing Chia Tai Tianqing Pharmaceutical Co., Ltd., Jiangsu Chia Tai Fenghai Pharmaceutical Co., Ltd., Jiangsu Chiatai Qing Jiang Pharmaceutical Co., Ltd., Qingdao Chia Tai Haier Pharmaceutical Co., Ltd., Qingdao Chia Tai Haier Medicines Co., Ltd., Qingdao Heng Seng Tang Pharmacy Co., Ltd, Beijing Chia Tai Green Continent Pharmaceutical Co. Ltd., Shanghai Fortune World Development Co., Ltd. (上海富都世界發展有限公司), Tianjin Chiatai Feed Tech Co., Ltd. (天津正大飼料科技有限公司), Syn Energy Technology Co., Ltd. (新興能源科技有限公司) and Zhengda Qiaoshang Real Estate Development Co., Ltd. (正大僑商房地產開發有限公司). Mr. Tse was formerly the vice chairman of C.P. Lotus Corporation and Shenzhen 999 Pharmaceutical Co., Ltd. (深圳三九藥業有限公司), and was involved in the management of Hainan Haiyao Co., Ltd. (海南海藥股份有限公司) (formerly known as Hainan Pharmaceutical Industrial Joint-Stock Company Limited (海南海藥實業股份有限公司)), which is now listed on the Shenzhen Stock Exchange. Mr. Tse was also formerly the chairman of Chia Tai Qingchunbao Pharmaceutical Co., Ltd. which is now a subsidiary of Shanghai Industrial Investment (Holdings) Co., Ltd., the chairman of Xian C.P. Pharmaceutical Co., Ltd. and the executive chairman of TM International Bank Co., Ltd, based in Shanghai. Mr. Tse is still a director of Chia Tai Qingchunbao Pharmaceutical Co., Ltd., a committee member of the Association of Pharmaceutical Biotechnology of China and an honorary professor of Shenyang University of Pharmacy. In January 2008, Mr. Tse was granted the “World Outstanding Chinese Award” in Hong Kong and awarded an honorary doctorate degree from the University of West Alabama. He also received “2007/2008 Fellowship of Asian Knowledge Management Association” from the Asian Knowledge Management Association in December 2008. In June 2010, Mr. Tse was awarded the “2010 Top Ten Most Innovative Leaders of Chinese Enterprises” by the Chinese Association of Productivity Science and China Enterprises News. Mr. Tse was a member of the Ninth, the Tenth and the Eleventh National Committee of the Chinese People’s Political Consultative Conference, and is currently the vice chairman of China International Council for the Promotion of Multinational Corporations and China Overseas Chinese Entrepreneurs Association.

Save as disclosed above, Mr. Tse does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Tse is elected as a non-executive Director in the Annual General Meeting, the Company and Mr. Tse will enter into a service agreement in relation to the appointment of Mr. Tse as a non-executive Director. Mr. Tse’s appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Tse will be entitled to director’s emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Tse that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Yang Xiaoping (楊小平), aged 49, is currently the Vice President of Charoen Pokphand Group, executive director of C.P. Lotus Corporation and senior vice chairman of Chia Tai Group Agro-Industry And Food Business China Area. Before that, Mr. Yang acted as the head of China division and chief representative of Beijing Office of Nichiyo Co., Ltd. Mr. Yang is also a member of the twelfth National Committee of the Chinese People's Political Consultative Conference, director of Ping An Insurance (Group) Company of China (中國平安保險集團), deputy dean of China Institute for Rural Studies, Tsinghua University (清華大學中國農村研究院), council of China Association for NGO International Trade (中國民間組織國際交易促進會), vice president of Beijing Association of Enterprises with Foreign Investment (北京市外商投資企業協會) and investment promotion advisor to Beijing Municipal Government. Mr. Yang holds a bachelor's degree from Jiangxi Institute of Science & Technology (江西工學院).

Save as disclosed above, Mr. Yang does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Yang is elected as a non-executive Director in the Annual General Meeting, the Company and Mr. Yang will enter into a service agreement in relation to the appointment of Mr. Yang as a non-executive Director. Mr. Yang's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Yang will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Yang that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheng Xinsheng (程新生), aged 51, is a professor of Business School of Nankai University as well as a Doctor and Postdoctor of Management (accounting). From 2004 to 2005, he was the visiting scholar of University of Alberta in Canada and the assistant executive editor-in-chief of Nankai Business Review and was honored with the award of outstanding result in social science for several times. In 1994, he became a fellow member of the Chinese Institute of Certified Public Accountants. He was in charge of three research projects in Management funded by National Natural Science Foundation and three projects funded by the Foundation of the Ministry of Education. He also participated in over ten key topic projects funded by National Natural Science Foundation, National Philosophy and Social Science Foundation and the Humanities and Social Sciences Foundation of the Ministry of Education. He has published five books and over 50 articles and has a translated work. He is currently an independent director of Offshore Oil Engineering Co., Ltd (Stock code: 600583, Shanghai Stock Exchange).

Save as disclosed above, Mr. Cheng does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Cheng is elected as an independent non-executive Director in the Annual General Meeting, the Company and Mr. Cheng will enter

into a service agreement in relation to the appointment of Mr. Cheng as an independent non-executive Director. Mr. Cheng's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Cheng will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Cheng that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Mei Xingbao (梅興保), aged 63, graduated from Renmin University of China with a major in Agricultural Economy Management in 1982. He is currently the External Supervisor of the Bank of China, the independent director of Sino Biopharmaceutical Ltd. and a member of the 12th CPPCC National Committee. From October 2003 to May 2010, Mr. Mei served as Vice President and President of China Orient Asset Management Corporation. He previously served as Vice Mayor of People's Municipal Government of Zhangjiajie in Hunan Province, Deputy Director General of Economic and Trade Commission of Hunan Province, Head of the Science and Education Group of the Research Office of the General Office of the CPC Central Committee, Director General of the General Office of the Central Financial Working Commission, and Director General of the Propaganda Department of CBRC.

Save as disclosed above, Mr. Mei does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Mei is elected as an independent non-executive Director in the Annual General Meeting, the Company and Mr. Mei will enter into a service agreement in relation to the appointment of Mr. Mei as an independent non-executive Director. Mr. Mei's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Mei will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Mei that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Japhet Sebastian Law (羅文鈺), aged 62, was appointed as an independent non-executive director in August 2012. He is also a member of the Remuneration Committee of the Company, obtained his Doctorate degree of Philosophy in mechanical/industrial engineering from the University of Texas at Austin in 1976. He joined the Chinese University of Hong Kong in 1986. Mr. Law was the Associate Dean and subsequently the Dean of the Faculty of Business Administration of the Chinese University of Hong Kong from 1993 until 2002 and retired from the Chinese University of Hong Kong on 1 August 2012. Prior to returning to Hong Kong, Mr. Law was the director of Operations Research at the Cullen College of Engineering and director of Graduate Studies in Industrial Engineering at the University of Houston, and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. Mr. Law has consulted with various corporations in Hong Kong and overseas. He is also active in public services, having served as a member of the Provisional Regional Council of The

Government of the Hong Kong Special Administrative Region and various other committees, and is also active on the boards of profit, non-profit, and charitable organisations in Hong Kong and overseas. Mr. Law is currently an independent non-executive director of Beijing Capital International Airport Co., Ltd. (Stock Code: 00694), Tianjin Port Development Holdings Limited (Stock Code: 03382), Regal Hotels International Holdings Limited (Stock Code: 00078), Shougang Fushan Resources Group Limited (Stock Code: 00639) and Binhai Investment Company Limited (Stock Code: 02886), being companies whose shares are listed on the main board of the Stock Exchange, and Global Digital Creations Holdings Limited (Stock Code: 08271) and the Company (Stock Code: 08348), being companies whose shares are listed on the GEM of the Stock Exchange. Mr. Law was also an independent non-executive director of First China Financial Holdings Limited (Stock Code: 08123), a company whose shares are listed on the GEM of the Stock Exchange, from June 2005 to October 2008. From July 2010 to July 2013, he was the independent non-executive director of Cypress Jade Agricultural Holdings Limited (Stock Code: 00875).

Save as disclosed above, Mr. Law does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Law is elected as an independent non-executive Director in the Annual General Meeting, the Company and Mr. Law will enter into a service agreement in relation to the appointment of Mr. Law as an independent non-executive Director. Mr. Law's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Law will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Law that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Zhou Zisheng (周自盛), aged 64, is an associate professor of economics. He once served as the Deputy Director of the Financial Commission of Xicheng District of Beijing Municipality, a member of Financial Commission of Beijing Municipality, the Deputy Secretary and the Director of Practice Standards Working Committee of Securities Association of China. From December 2009 to February 2014, Mr. Zhou served as the independent director of Sihuan Pharmaceutical Company Limited (四環藥業股份有限公司) (Stock Code: 000605, Shenzhen Stock Exchange).

Save as disclosed above, Mr. Zhou does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Zhou is elected as an independent non-executive Director in the Annual General Meeting, the Company and Mr. Zhou will enter into a service agreement in relation to the appointment of Mr. Zhou as an independent non-executive Director. Mr. Zhou's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Zhou will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed

above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Zhou that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

SUPERVISORS

Shareholder Representative Supervisors

Ms. Xu Jianxin (徐建新), aged 49, was the solicitor of Tianjin Teda Law Firm, the legal advisor of Tianjin Teda Investment Holding Co., Ltd., the deputy director and legal advisor of the office of Tianjin Teda Investment Holding Co., Ltd. and the chairman of the supervisory committee of Sihuan Pharmaceutical Company Limited (四環藥業股份有限公司). She is currently serving as the head of the Legal Affairs and Internal Audit Department of Tianjin Teda Investment Holding Co., Ltd. and the secretary to the board of directors of Tianjin Teda Investment Holding Co., Ltd. She is concurrently holding the positions of the chairman of the supervisory committee of Tianjin Jinbin Development Co. Ltd, the supervisor of Tianjin Seamless Steel Pipe (Group) Corporation Limited (天津無縫鋼管集團有限公司), the supervisor of Tianjin Binhai Energy & Development Co., Ltd. (天津濱海能源發展股份有限公司), the supervisor of Northern International Trust Co., Ltd. (北方國際信託股份有限公司), the supervisor of Tianjin Teda International (Group) Holding Company Limited (天津市泰達國際控股(集團)有限公司) and the director of Bohai Industrial Investment Fund Management Co., Ltd.

Save as disclosed above, Ms. Xu does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does she have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Ms. Xu is elected as a Supervisor in the Annual General Meeting, the Company and Ms. Xu will enter into a service agreement in relation to the appointment of Ms. Xu as a Supervisor. Ms. Xu's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Ms. Xu will be entitled to Supervisor's emoluments which are determined by the Board from time to time with reference to her duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Ms. Xu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Hai Tianmin (海天敏), aged 57, graduated from Finance Department at Hubei Institute of Finance and Economics in 1983. From 1984 to 1987, he was the general manager of Jiaoqu sub-branch in Nanning Guangxi. From 1988 to 1989, he was the investment general manager of Guangxi Trust and Investment Corporation (廣西信託投資公司). From 1990 to 1991, he was the president of Beijing Yuegui Restaurant (北京粵桂餐廳). From 1991 to 1998, he was formerly the executive deputy managing director of Chia Tai International Finance Co., Ltd., the executive deputy president and chief of the investment decision committee of Chia Tai Pharmaceutical Group, a director of Hong Kong Fortune Ltd., (a Hong Kong-listed wholly-owned subsidiary of Chia Tai Group), a director of Tianjin Taifeng Industrial Park Investment Co., Ltd., the executive deputy president of Chia Tai Tianfu Group (正大天福集團), the vice chairman of Chia Tai Freda Biopharmaceutical Co., Ltd., a director of Lianyungang Chia Tai-Tianqing Pharmaceutical Co.,

Ltd., a director of Ankang Chia Tai Pharmaceutical Co., Ltd., a director of Xian C.P. Pharmaceutical Co., Ltd., the chairman of Hainan Tigerlily Pharmaceutical Co., Ltd. (海南萱華藥業有限公司), and a director of Wuxi Chia Tai Kepuli Co., Ltd. (無錫正大科普利有限公司). From 1998 to 2002, he was the president of Shenzhen Lingdun Technology Co., Ltd. (深圳靈頓科技有限公司). From 2002 to 2005, he was the managing director of Guangxi Liuzhou Mining Exploration Co., Ltd. (廣西柳州地區礦業勘察有限公司). From 2006 to 2007, he was the executive deputy president of Chia Tai Energy Chemical Group Limited. From 2007 to 2009, he was the managing director of Jiangsu Yangzhou Jewellery City Development Co., Ltd. (江蘇揚州珠寶城開發有限公司). From 30 October 2009 to October 2012, he was the managing director of Guangxi Nanning Lianmei Agriculture and Technology Co., Ltd. (廣西省南寧市連美農業科技有限公司). Since 2012, he has been the assistant to the president of Sino Biopharmaceutical Limited (a listed company on the Hong Kong Stock Exchange, stock code: 01177) and responsible for assisting the president in managing the overall operations of the group. With more than 30 years of finance, investment and management experience in China, Mr. Hai is currently the executive deputy president of Chia Tai Energy Chemical Group Limited.

Save as disclosed above, Mr. Hai does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Hai is elected as a Supervisor in the Annual General Meeting, the Company and Mr. Hai will enter into a service agreement in relation to the appointment of Mr. Hai as a Supervisor. Mr. Hai's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Hai will be entitled to Supervisor's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Hai that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. WANG Rui (王蕤), aged 51, is a senior engineer. He graduated from Tianjin Shipping Technical Institute (天津水運技校) and the Department of Mechanical Engineering of Tianjin Technology and Education College (天津職業技術師範學院) in 1981 and 1987, respectively. He completed a bachelor course majoring in administrative management at Tianjin University in 2000 and obtained a master's degree in transportation planning and management from Dalian Maritime University (大連海事大學) in 2009. Mr. Wang had been a trainee teacher at Tianjin Shipping Technical Institute from 1983 to 1985; successively a teacher, the deputy department head and department head of Tianjin Port Staff Training Centre (天津港職工培訓中心) from 1987 to 1996. He held the positions of the deputy general manager and general manager of Tianjin Port Storage & Transportation Co., Ltd. (天津港儲運股份有限公司) from 1996 to 2006; and the general manager of Tianjin Port International Logistics Development Co., Ltd. (天津港國際物流發展有限公司) from 2006 to 2010. Mr. Wang has been an executive director and deputy general manager of Tianjin Port Development Holdings Limited (天津港發展控股有限公司)(Stock code: 3382, Hong Kong Stock Exchange) since 2010.

Save as disclosed above, Mr. Wang does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Mr. Wang is elected as a Supervisor in the Annual General Meeting, the Company and Mr. Wang will enter into a service agreement in relation to the appointment of Mr. Wang as a Supervisor. Mr. Wang's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Wang will be entitled to Supervisor's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Wang that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Independent Supervisor

Ms. Lu Xia (呂霞), aged 45, joined the Company as an independent supervisor in July 2007. She graduated from the economic management profession of the Correspondence College of the Party School of the Central Committee of the Chinese Communist Party (中共中央黨校函授學院) and completed a postgraduate course in the financial management profession at Nankai University (南開大學) in 2002. She is a senior accountant appraised by the Tianjin Municipal Accounting Profession Senior Duties Evaluation Committee (天津市會計專業高級職務評審委員會). She was honored to be the national reviewing and accounting expert of project funds by the Ministry of Industry and Information Technology of the People's Republic of China in 2007. She is currently working in Tianjin Optical Electrical Group Co., Ltd. (天津光電集團有限公司) as deputy general manager, chief accountant and its subsidiaries as director or supervisor, and is the independent director of Sihuan Pharmaceutical Company Limited (四環藥業股份有限公司) (Stock Code: 000605, Shenzhen Stock Exchange).

Save as disclosed above, Ms. Lu does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does she have any interests in the securities of the Company within the meaning of Part XV of the SFO. If Ms. Lu is elected as a Supervisor in the Annual General Meeting, the Company and Ms. Lu will enter into a service agreement in relation to the appointment of Ms. Lu as a Supervisor. Ms. Lu's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Ms. Lu will be entitled to Supervisor's emoluments which are determined by the Board from time to time with reference to her duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval at general meeting. Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Ms. Lu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

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

(Stock Code: 8348)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “Meeting”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited (the “Company”) will be held on Friday, 20 June 2014 at 9:30 a.m. at the registered office of the Company at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC for the purpose of considering, and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “Director(s)”) of the Company (the “Board”) for the year ended 31 December 2013.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2013.
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor’s report for the year ended 31 December 2013.
4. To consider and approve the distribution of a final dividend of RMB0.02 per Share as proposed by the Board to all the shareholders of the Company whose names appear on the register of members of the Company on 4 July 2014.
5. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd. and PricewaterhouseCoopers as the PRC auditor and the international auditor of the Company respectively to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and approve the re-election of Mr. Zhang Jian (張艦) as executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Zhang Jian on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
7. To consider and approve the election of Mr. Xu Lifan (許立凡) as non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Xu Lifan on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
8. To consider and approve the election of Mr. Cui Xuesong (崔雪松) as non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Cui Xuesong on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
9. To consider and approve the re-election of Mr. Tse Ping (謝炳) as non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Tse Ping on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
10. To consider and approve the re-election of Mr. Yang Xiaoping (楊小平) as non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Yang Xiaoping on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
11. To consider and approve the election of Mr. Cheng Xinsheng (程新生) as independent non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Cheng Xinsheng on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
12. To consider and approve the election of Mr. Mei Xingbao (梅興保) as independent non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Mei Xingbao on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

NOTICE OF ANNUAL GENERAL MEETING

13. To consider and approve the re-election of Mr. Japhet Sebastian Law (羅文鈺) as independent non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Japhet Sebastian Law on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
14. To consider and approve the election of Mr. Zhou Zisheng (周自盛) as independent non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Zhou Zisheng on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
15. To consider and approve the re-election of Ms. Xu Jianxin (徐建新) as Shareholder representative Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Ms. Xu Jianxin on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
16. To consider and approve the re-election of Mr. Hai Tianmin (海天敏) as Shareholder representative Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Hai Tianmin on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
17. To consider and approve the re-election of Mr. Wang Rui (王蕤) as Shareholder representative Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Wang Rui on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
18. To consider and approve the re-election of Ms. Lu Xia (呂霞) as independent Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Ms. Lu Xia on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

19. To grant a general mandate to issue, allot and deal with additional domestic shares of nominal value of RMB1.00 each in the share capital of the Company (the “Domestic Shares”) and/or overseas-listed foreign shares of nominal value of RMB1.00 each in the share capital of the Company (the “H Shares”), not exceeding 20% of the issued shares of that class as at the date of the resolution and authorize the Board to make corresponding amendments to the articles of association of the Company (the “Articles”) as it thinks fit so as to reflect the new capital structure upon the allotment and issuance of shares:

“THAT

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited, the Articles and the applicable laws and regulations of the People’s Republic of China, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Domestic Shares and/or H Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the issued shares of that class as at the date of passing of this resolution; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or other applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in a general meeting.

NOTICE OF ANNUAL GENERAL MEETING

- (B) The Board be authorized to make corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

By order of the Board

天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Zhang Jian

Chairman

Tianjin, the PRC

2 May 2014

Notes:

- (i) A member of the Company (“Member”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any domestic share(s) (“Domestic Share(s)”) or H share(s) (“H Share(s)”) of the Company (collectively, “Share(s)”), only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
- (ii) To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M/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 Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iii) The register of members in Hong Kong will be closed from 20 May 2014 to 20 June 2014, both days inclusive, during which period no transfer of H Shares will be effected. For the identification of Members eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 19 May 2014.
- (iv) Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 30 May 2014.
- (v) Whether or not holders of Domestic Shares of the Company intend to attend the Meeting, they are requested to complete the enclosed reply slip for the meeting and return it, by hand or by post, to the Company’s mailing address at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on or before 30 May 2014.

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 purposes only

NOTICE OF ANNUAL GENERAL MEETING

This notice, for which the directors of the Company (“Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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 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.