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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.

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.

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.

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.
- (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.

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.

** For identification purposes only*