

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the "Company"), you should at once hand this circular 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 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 DISTRIBUTION OF INTERIM DIVIDEND  
AND  
(2) PROPOSED RATIFICATION OF APPOINTMENT OF AUDITORS  
AND  
(3) PROPOSED PAYMENT OF BONUS  
AND  
(4) PROPOSED AMENDMENT TO ARTICLES OF THE COMPANY**

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 3 to 7 of this circular.

A notice convening the extraordinary general meeting of the Company to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 8 January 2010 at 9:00 a.m. is set out on pages 8 to 10 of this circular.

A form of proxy for use at the EGM is enclosed and is also published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Friday, 18 December 2009; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be).

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

**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, unless the context otherwise requires, the following expressions have the following meanings:-*

“Announcement”	means the Announcement published by the Company on 23 November 2009
“Articles”	means the articles of the Company currently in force
“Board”	means the board of Directors of the Company
“Company”	means Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability
“Director(s)”	means the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as paid up in Renminbi
“Extraordinary General Meeting” or “EGM”	means an extraordinary general meeting of the Company to be held at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday 8, January 2010 at 9:00 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 8 to 10 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
“GEM website”	means <a href="http://www.hkgem.com">http://www.hkgem.com</a> , being the internet website operated by the Stock Exchange for GEM
“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

## DEFINITIONS

“Latest Practicable Date”	means 20 November 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“PRC”	means the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	means Renminbi, the lawful currency of the PRC
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shares”	means the Domestic Shares and the H shares
“Shareholders”	means holder(s) of the Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited



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  
Mr. Wang Wei

*Non-executive Directors:*

Mr. Zhang Jun  
Mr. Ding Yi  
Mr. Hu Jun  
Mr. Zhang Jin Ming

*Independent non-executive Directors:*

Mr. Zhang Limin  
Mr. Luo Yongtai  
Mr. Liu Jing Fu

*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:*  
Suite 2208, 22/F, Jardine House  
1 Connaught Place  
Central  
Hong Kong

23 November 2009

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED DISTRIBUTION OF INTERIM DIVIDEND  
AND  
(2) PROPOSED RATIFICATION OF APPOINTMENT OF AUDITORS  
AND  
(3) PROPOSED PAYMENT OF BONUS  
AND  
(4) PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY**

**1. INTRODUCTION**

On 9 November 2009, the Company announced that it is proposed to distribute an interim dividend of RMB0.04 per share to all the Shareholders whose names appear on the register of members of the Company on 8 January 2010.

On 24 September 2009, the Company announced that PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited are appointed as the international auditors and the PRC auditors of the Company with effect from 22 September 2009 to fill the casual vacancies following the resignation of Deloitte Touche Tohmatsu and Wuzhou Song De Certified Public Accountants.

*\* For identification purposes only*

## LETTER FROM THE BOARD

It is further proposed that an one-off bonus payment of RMB300,000 and RMB100,000 will be paid to Mr. Zhang Jian and Mr. Sun Quan respectively.

On 19 November 2009, the Company announced in the Announcement in respect of the proposed amendment to the Articles.

It was proposed that at the EGM, ordinary resolutions to approve and rectify the proposed distribution of interim dividend, the appointment of auditors and the payment of bonus and a special resolution to approve the amendment to the Articles would be made to the Shareholders.

The purpose of this circular is to provide you with (i) details of the proposed distribution of interim dividend; (ii) details of the ratification of the appointment of auditors; (iii) details of the proposed payment of bonus; (iv) full provisions of the proposed amendment to the Articles and an explanation of the effect of such proposed amendment to the Articles and (v) notice of the EGM.

### **2. PROPOSED DISTRIBUTION OF INTERIM DIVIDEND**

The Company intends to distribute an interim dividend of RMB0.04 per share to all the Shareholders whose names appear on the register of members of the Company on 8 January 2010.

The proposed distribution of interim dividend is set out in the ordinary resolution in the notice of the EGM.

### **3. PROPOSED RATIFICATION OF APPOINTMENT OF AUDITORS**

On 24 September 2009, the Board announced that Deloitte Touche Tohmatsu and Wuzhou Song De Certified Public Accountants have tendered their resignations as the international auditors and the PRC auditors of the Company with effect from 21 September 2009 and 22 September 2009 respectively due to the fact that the Company is unable to reach consensus with Deloitte Touche Tohmatsu and Wuzhou Song De Certified Public Accountants on the audit fees of the Group.

As confirmed by Deloitte Touche Tohmatsu and Wuzhou Song De Certified Public Accountants, there are no matters that need to be brought to the attention of the holders of securities of the Company.

PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited are appointed as the international auditors and the PRC auditors respectively of the Company with effect from 22 September 2009 to fill the casual vacancies following the resignation of Deloitte Touche Tohmatsu and Wuzhou Song De Certified Public Accountants until the next annual general meeting of the Company.

The Board also confirms that save for the reasons mentioned above, there are no matters in respect of the change of auditors which it considers necessary to be brought to the attention of the holders of securities of the Company.

## LETTER FROM THE BOARD

#### 4. PROPOSED PAYMENT OF BONUS

The Company intends to make an one-off bonus payments in the amount of RMB300,000 and RMB100,000 to Mr. Zhang Jian, the executive director of the Company and Mr. Sun Quan, the former executive director of the Company respectively, as reward for their contributions to the listing of the Company on the GEM board of the Stock Exchange in April 2008.

The proposed payment of bonus is set out in the ordinary resolution in the notice of the EGM.

#### 5. PROPOSED AMENDMENT TO THE ARTICLES

The Company intends to expand the scope of operation of the Company to diversify the businesses of the Company. The Company proposes to make amendment to the existing Article 17 below:

The scope of business of the Company is subject to the approval by the relevant registration authority of the Company.

The business scope of the Company includes: national freight agency; storage services (except hazardous products); transportation, storage logistics, warehouse and venue leasing services, operation and management of commodity trading market, operation of high-tech port facilities; rendering international transportation agency services for importing and exporting cargo by sea, land and air, international exhibition articles, personal articles and goods in transit, including cargo canvassing, cargo consigning, cargo space booking, cargo storage, cargo transshipping, containers assembling and disassembling, freights and miscellaneous costs and expenses settlement, customs declaration, commodity inspection, commodity examination, insurance service, related short-distance transportation service and transport consultancy service, international multi-modal transportation service, courier service; wholesaling, retailing, importing and exporting business of metal materials, construction materials, new materials for chemical industry, metal hardware and electronic appliances, mechanical electronic equipment, aviation, space, sea and modern transportation equipment, parts and components of cars, computer software and hardware and external equipment, electronic products, instrument and meters, daily groceries, coke carbon and finished products, mineral products (without iron ore, aluminina and aluminium ore), raw materials for and products of chemical industry, products of petroleum (without crude oil and processed oil), raw material for textile, vegetable oil and processed food; storage control management, logistic technology consultancy, technology support service and relevant information consultancy (the above-mentioned products that require quota permits and special management should be transacted in accordance with relevant PRC regulations).



## LETTER FROM THE BOARD

The Company proposes to make the amendment to the above Article 17 of the Articles by deleting it entirely and replacing by the following:

The scope of business of the Company is subject to the approval by the relevant registration authority of the Company.

The business scope of the Company includes: national freight agency; storage services (except hazardous products); transportation, storage logistics, warehouse and venue leasing services, operation and management of commodity trading market, operation of high-tech port facilities; rendering international transportation agency services for importing and exporting cargo by sea, land and air, international exhibition articles, personal articles and goods in transit, including cargo canvassing, cargo consigning, cargo space booking, cargo storage, cargo transshipping, containers assembling and disassembling, freights and miscellaneous costs and expenses settlement, customs declaration, commodity inspection, commodity examination, insurance service, related short-distance transportation service and transport consultancy service, international multi-modal transportation service, courier service; wholesaling, retailing, importing and exporting business of metal materials, construction materials, new materials for chemical industry, hardware and electronic appliances, mechanical electronic equipment, aviation, space, sea and modern transportation equipment, parts and components of cars, computer software and hardware and external equipment, electronic products, instrument and meters, daily groceries, coke carbon and finished products, coal and coal products, mineral products (without iron ore, alumina and aluminium ore), raw materials for and products of chemical industry, products of petroleum (without crude oil and processed oil), raw material for textile, vegetable oil and processed food; storage control management, logistic technology consultancy, technology support service and relevant information consultancy (the above-mentioned products that require quota permits and special management should be transacted in accordance with relevant PRC regulations).

The proposed amendment to the Articles as set out in the special resolution in the notice of the EGM are formulated in Chinese, and translated into English for incorporation in this circular for information purposes only. The Chinese language version shall generally prevail over the English language version for the purpose of interpretation.

### **6. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT**

A notice convening the EGM to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 8 January 2010 at 9:00 a.m. is set out on pages 8 to 10 of this circular. The EGM will be convened to consider and, if thought fit, approve ordinary resolutions in connection with: (i) the proposed distribution of interim dividend; (ii) the proposed ratification of appointment of auditors; (iii) the proposed payment of bonus and a special resolution in connection with (iv) the proposed amendment to the Articles.

## LETTER FROM THE BOARD

In order to determine the list of Shareholders who are entitled to attend the EGM, the Company's register of members will be closed from Wednesday, 9 December 2009 to Friday, 8 January 2010, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares and domestic Shares whose names appear on the Company's registers of members on Friday, 8 January 2010 are entitled to attend the EGM. In order to qualify for attending and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 8 December 2009.

A form of proxy for use at the EGM is enclosed and is also published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Friday, 18 December 2009; 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).

### 7. PROCEDURES FOR VOTING

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.

### 8. RECOMMENDATION

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

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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(Stock code: 8348)

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the "Company") will be held at 9:00 a.m. on Friday, 8 January 2010 at the conference room 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 the following resolution:

### ORDINARY RESOLUTIONS

1. To consider and approve the distribution of an interim dividend of RMB0.04 per share as proposed by the board of directors of the Company (the "Board") to all the shareholders of the Company whose names appear on the register of members of the Company on 8 January 2010;
2. To consider, approve and ratify the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited as the international auditors and the PRC auditors 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;
3. To consider and approve the proposal of the Board for the one-off bonus payments in the amount of RMB300,000 and RMB100,000 to Mr. Zhang Jian (executive director of the Company) and Mr. Sun Quan (former executive director of the Company) respectively as reward for their contributions to the listing of the Company on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited in April 2008; and

### SPECIAL RESOLUTION

4. To consider and approve the amendment to the Articles of the Company "(Articles)" in the following manner:

To delete the existing Article 17 in its entirety and replace it by the following:

The scope of business of the Company is subject to the approval by the relevant registration authority of the Company.

\* for identification purposes only

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

The business scope of the Company includes: national freight agency; storage services (except hazardous products); transportation, storage logistics, warehouse and venue leasing services, operation and management of commodity trading market, operation of high-tech port facilities; rendering international transportation agency services for importing and exporting cargo by sea, land and air, international exhibition articles, personal articles and goods in transit, including cargo canvassing, cargo consigning, cargo space booking, cargo storage, cargo transshipping, containers assembling and disassembling, freights and miscellaneous costs and expenses settlement, customs declaration, commodity inspection, commodity examination, insurance service, related short-distance transportation service and transport consultancy service, international multi-modal transportation service, courier service; wholesaling, retailing, importing and exporting business of metal materials, construction materials, new materials for chemical industry, metal hardware and electronic appliances, mechanical electronic equipment, aviation, space, sea and modern transportation equipment, parts and components of cars, computer software and hardware and external equipment, electronic products, instrument and meters, daily groceries, coke carbon and finished products, coal and coal products, mineral products (without iron ore, aluminina and aluminium ore), raw materials for and products of chemical industry, products of petroleum (without crude oil and processed oil), raw material for textile, vegetable oil and processed food; storage control management, logistic technology consultancy, technology support service and relevant information consultancy (the above-mentioned products that require quota permits and special management should be transacted in accordance with relevant PRC regulations).

By order of the Board  
**Tianjin Binhai Teda Logistics (Group) Corporation Limited\***  
**Zhang Jian**  
*Chairman*

Tianjin, the PRC

23 November 2009

*Note:*

- (i) 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 the joint holders of any share of the Company ("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.
- (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 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.

\* *for identification purposes only*

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (iii) The register of Members in Hong Kong will be closed from 9 December 2009 to 8 January 2010, 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 and to be entitled to the proposed interim dividend, 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 8 December 2009.
- (iv) Whether or not the holders of H shares of the Company who intend to attend the EGM shall 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, or by fax on or before 18 December 2009.
- (v) Whether or not the holders of domestic shares of the Company who intend to attend to the Meeting shall 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, or by fax on or before 18 December 2009.

As at the date of this notice, the executive directors of the Company are (1) Mr. Zhang Jian and (2) Mr. Wang Wei; the non-executive directors of the Company are (3) Mr. Zhang Jun, (4) Mr. Ding Yi, (5) Mr. Hu Jun and (6) Mr. Zhang Jinming; and the independent non-executive directors are (7) Mr. Zhang Limin, (8) Mr. Liu Jing Fu and (9) Mr. Luo Yongtai.

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 Enterprises 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: (1) the information contained in this notice is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would like any statement in this notice misleading; (3) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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