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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* (the “Company”), 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
AND
(2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS
AND SUPERVISORS AND
(3) 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 Wednesday, 22 June 2011 at 9:30 a.m. is set out on pages 17 to 22 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 Thursday, 2 June 2011 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.

* For identification purpose only

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET
("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

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

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

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	means 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 Wednesday, 22 June 2011 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 17 to 22 of this circular, or any adjournment thereof
“Articles”	means the articles of association 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)”	means ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as paid up in Renminbi
“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 http://www.hkgem.com , being the internet website operated by the Stock Exchange for GEM
“General Mandate”	means the proposed unconditional 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
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC

* *For identification purpose only*

DEFINITIONS

“H Shares”	means overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the GEM
“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
“Supervisor(s)”	means 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 Directors:

Mr. Zhang Jian

Mr. Wang Wei

Non-executive Directors:

Mr. Hu Jun

Mr. Zhang Jun

Mr. Ding Yi

Mr. Zhang Jinming

Independent non-executive Directors:

Mr. Zhang Limin

Mr. Liu Jingfu

Mr. Luo Yongtai

*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 2008, 20/F, Jardine House

1 Connaught Place

Central

Hong Kong

6 May 2011

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATE
TO ISSUE SHARES**

AND

**(2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS
AND SUPERVISORS AND**

(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting and to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against those resolutions at the Annual General Meeting.

* *For identification purpose 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

According to the Articles, the term of the Directors and Supervisors is for three years and shall be eligible for re-election. The term of office of each of the Directors and Supervisors of the current term will expire on the date of the 2010 Annual General Meeting.

The term of each of Zhang Jian (張艦), Wang Wei (王維)(executive Directors), Zhang Jun (張軍), Hu Jun (胡軍), Ding Yi (丁一), Zhang Jinming (張金明)(non-executive Directors), Zhang Limin (張立民), Liu Jingfu (劉景福) and Luo Yongtai (羅永泰)(independent non-executive Directors) will end on the date of the conclusion of the 2010 Annual General Meeting. Mr. Ding Yi and Mr. Zhang Jinming will not seek re-election as Directors after their current terms expire. The Board has nominated Mr. Wang Jincai (王進才) and Mr. Chen Fang (陳方) to stand for election as non-executive Directors. At the Annual General Meeting, all Directors, except Mr. Ding Yi and Mr. Zhang Jinming, will offer himself for re-election.

LETTER FROM THE BOARD

The term of each of Xing Jihai (邢吉海), Tian Shuyong (田樹勇), Chen Fang (陳方) (Shareholder representative Supervisors), Lu Xia (呂霞) (independent Supervisor), Yu Ang (俞昂) and He Hongsheng (何洪生) (staff representative Supervisors) will end on the date of the conclusion of the 2010 Annual General Meeting. Mr. Chen Fang will not seek re-election as a Supervisor after his current term expires. The supervisory committee has nominated Mr. Wang Rui (王蕤) to stand for election as a Shareholder representative Supervisor. At the Annual General Meeting, Mr. Chen Fang will cease to be a Supervisor of the Company and be nominated to stand for election as a non-executive Director. 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 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 23 June 2011 and end at the conclusion date of the annual general meeting to be held in 2014.

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. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 22 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the General Mandate and the change and appointment of executive Directors, non-executive 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 Thursday, 2 June 2011 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.

LETTER FROM THE BOARD

5. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

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 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 Annual General Meeting 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 53, joined the Company as the chairman of the Board 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, TBW and Tianjin Teda Sidier Electronic Trading Market Operation and Management Co., Ltd. and the vice chairman of Tianjin Port International Automobile Logistics, Tianjin Ferroalloy Exchange Co., Ltd. and Tianjin Tianwu Automobile Inspection Services Co., Ltd. (天津天物機動車檢測服務有限公司). 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 23 June 2011 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.

Mr. Wang Wei (王維), aged 38, joined the Company in October 2008 and became an executive Director in June 2009. He obtained a bachelor's degree in laws at the Law School of Fudan University (復旦大學) in July 1996, a master's degree in management at the Government Management Faculty (政府管理學院) of Peking University (北京大學) in July 1999 and a master's degree in accounting at Indiana University in December 2002. Mr. Wang had extensive working experience in the field of finance and accounting and had worked in various accounting firms and enterprises, such as BDO Seidman and KPMG from December 2002 to September 2008, during which he was responsible for corporate accounting, auditing, internal auditing and risk advisory services. Mr. Wang is currently the vice general manager and the secretary of the Board of the Company, a director of Tianjin Fengtian Logistics Co., Ltd., a director of Tianjin Alps Teda Logistics Co., Ltd., a director of Dalian Alps Teda Logistics Co., Ltd. and TEDA General Bonded Warehouse Co., Ltd.

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 an executive Director 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 an executive Director. Mr. Wang's appointment will be for a term commencing from 23 June 2011 until the expiry of the term of the session of the Board. Mr. Wang 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. 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.

NON-EXECUTIVE DIRECTORS

Mr. Hu Jun (胡軍), aged 34, joined the Company as a non-executive Director in June 2009. He graduated from the mathematics department of Nankai University (南開大學) in June 1999; obtained a master's degree from the finance department of Tianjin University of Finance and Economics (天津財經大學) in June 2001; and received a doctoral degree from the Regional and Urban Research Institute of Nankai University (南開大學區域與城市經濟研究所). During the period, he had been the chairman of the Tianjin Federation of Students (天津學生聯合會) and vice chairman of Youth Federation (青年聯合會) from 1998 to 1999 and the senior Supervisor of the real estate loan department of the Industrial and Commercial Bank of China Tianjin branch, from 1999 to 2002. From 2002 to date, he has been the deputy manager and manager of the investment management department of Tianjin Teda Investment Holding Co., Ltd.. Mr. Hu is also currently a director of Tianjin Teda Construction Group Co., Ltd (泰達建設集團), 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 Tianjin Jinbin Development Co., Ltd. (天津津濱發展股份有限公司) (stock code: 000897, Shenzhen Stock Exchange) and the chairman of the supervisory committee of Teda Risk Investments Co., Ltd. (泰達科技風險投資有限公司).

Save as disclosed above, Mr. Hu 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. Hu is elected as a non-executive Director in the Annual General Meeting, the Company and Mr. Hu will enter into a service agreement in relation to the appointment of Mr. Hu as a non-executive Director. Mr. Hu's appointment will be for a term commencing from 23 June 2011 until the expiry of the term of the session of the Board. Mr. Hu 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. Hu 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. Zhang Jun (張軍), aged 43, joined the Company as a non-executive Director in October 2006. He obtained a bachelor's degree in education from Beijing Normal University (北京師範大學) and a master's degree in international economics from Nankai University (南開大學) in 1990 and 1998 respectively. He also obtained a master's degree in business administration from TEDA College Nankai University (南開大學泰達學院) in 2001. From 1992 to 2001, he worked in the General Office of the TEDA Administrative Commission (天津經濟技術開發區管理委員會辦公室). From 2001 to 2008, he had been working in Teda Holding. Mr. Zhang was a director of Sihuan Pharmaceutical Co., Ltd. (四環藥業股份有限公司) (Stock code: 000605, Shenzhen Stock Exchange). He is currently the general manager of Tianjin TEDA Group Company Ltd., a wholly-owned subsidiary of Teda Holding, Tianjin TEDA Co., Ltd. (Stock code: 000652, Shenzhen Stock Exchange) and Binhai Investment Company Limited (濱海投資有限公司) (Stock code: 8035, Hong Kong Stock Exchange).

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 a non-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 a non-executive Director. Mr. Zhang's appointment will be for a term commencing from 23 June 2011 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.

Wang Jincai (王進才), aged 52, holds a doctorate degree in Economics and is a senior economist. In July 1996, he obtained a doctorate degree in Economics from China Academy of Social Sciences. He has published more than 30 articles in a number of economic and financial publications and has conducted in-depth theoretical research on and has rich experience in the fields of finance and investment. From 1990 to 1992, he was a teaching assistant and lecturer at the Department of Politics and Law, Shanxi Normal University, focusing on research and teaching in economics. From 1996 to 1998, he worked at the fund management department of the Social Insurance Center (社會保險中心基金管理部), the Ministry of Civil Affairs of the PRC, as a deputy director. From 1998 to 2001, he was a department manager of the Beijing International Trust and Investment Corporation. From 2002 to 2005, he was the vice general manager of Tianjin TEDA Venture Capital Co., Ltd. From 2005 to 2009, he was a chairman of Jingang Trust Investment Company Limited (金港信托投資有限責任公司). He has been working as the vice general manager of TEDA State Asset Operation Company since 2009.

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 non-executive Director 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 non-executive Director. Mr. Wang's appointment will be for a term commencing from 23 June 2011 until the expiry of the term of the session of the Board. Mr. Wang 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. 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.

Mr. Chen Fang (陳方), aged 47, joined the Company as the shareholder representative Supervisor in June 2009. He graduated from Fujian Normal University (福建師範大學) in July 1983 and was a tutor, lecturer and associate professor in Fujian Normal University (福建師範大學) from 1983 to 1997, during which he obtained a doctoral degree in science at Nanjing University (南京大學). He was the executive assistant general manager of Fujian Province Jiuzhou Real Estate Development Co., Ltd. (福建省九州房地產開發有限公司) in 1997, the vice president of China Fujian International Economic Technology Cooperation Company (中國福建國際經濟技術合作公司) in 1998 and the vice general manager of Fujian Province Zhongfu Company Limited (福建省中福實業股份有限公司) in 1999. He was the special assistant to the president of Xiamen Xiangyu Group Corporation (廈門象嶼集團有限公司) and general manager of Xiamen Xiangyu Construction Group Company Ltd. (廈門象嶼建設集團有限責任公司) from August 2000 to December 2006, and has been the vice president and director of Xiamen Xiangyu Group Corporation since December 2006.

Save as disclosed above, Mr. Chen 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. Chen is elected as a non-executive Director in the Annual General Meeting, the Company and Mr. Chen will enter into a service agreement in relation to the appointment of Mr. Chen as a non-executive Director. Mr. Chen's appointment will be for a term commencing from 23 June 2011 until the expiry of the term of the session of the Board. Mr. Chen will be entitled to Directors' 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. Chen 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. Zhang Limin (張立民), aged 55, joined the Company as an independent non-executive Director in September 2006, compliant with the requirements under Rule 5.05(2) of the GEM Listing Rules. He obtained a doctoral degree in economics from Tianjin Institute of Finance and Economics (天津財經學院) (currently known as Tianjin University of Finance and Economics (天津財經大學)) in 1992. He is a professor in accounting accredited by Teaching Duties Evaluation Committee of Tianjin Higher Education Bureau (天津高教局教師職務評委會) and a qualified teacher for institutes of higher education accredited by the Department of Education of Guangdong Province (廣東省教育廳). Mr. Zhang is also a non-practising member of the Chinese Institute of Certified Public Accountants, a member and joint vice-chairman of the fifth executive committee of the China Audit Society. He is a professor of Accounting of the School of Economic Management at Beijing Jiaotong University (北京交通大學經濟管理學院) and part time professor at Sun Yat-sen University (中山大學). Since 2000, Mr. Zhang has been working as a technical consultant at Shenzhen Pengcheng Certified Public Accountants (深圳鵬成會計師事務所). He has been involved in the auditing of financial statements of banks and listed companies and relevant business advisory work. Mr. Zhang was a former independent director of China International Marine Containers (Group) Co., Ltd. (中國國際海運集裝箱(集團)股份有限公司) (Stock code: 000039, Shenzhen Stock Exchange), Shenzhen Chiwan Wharf Holdings Limited (深圳赤灣港航股份有限公司) (Stock code: 000022, Shenzhen Stock Exchange), Shenzhen Changcheng Investment Holding Co., Ltd (深圳市長城投資控股股份有限公司) (Stock code: 000042, Shenzhen Stock Exchange) and Shenzhen Airport Co., Ltd (深圳市機場股份有限公司) (Stock code: 000089, Shenzhen Stock Exchange). He is currently an independent director of Shenzhen Expressway Company Limited (深圳市高速公路股份有限公司) (Stock code: 600548, Shanghai Stock Exchange) and Tianjin Benefo Tejing Electric Co., Ltd.(天津百利特精電氣股份有限公司) (stock code: 600468, Shanghai Stock Exchange). He is also a director of SORL Auto Parts Inc. (Stock code: SORL NASDAQ Global Market).

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 independent non-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 independent non-executive Director. Mr. Zhang's appointment will be for a term commencing from 23 June 2011 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.

Mr. Luo Yongtai (羅永泰), aged 65, joined the Company as an independent non-executive director in September 2006. He obtained a doctor's degree (specialized in industry) from the National Academy of Sciences of Ukraine in 2003. He is a professor in management engineering accredited by Teaching Title Evaluation Committee of Tianjin Education Committee (天津教委教師職稱評委會) and a qualified higher education teacher recognized by the PRC Education Committee. He is the chair professor and tutor of postgraduates of the profession of management in the School of Finance and Economics of Tianjin University of Finance and Economics (天津財經大學). He is currently an independent director of Tianjin TEDA Co., Ltd. (天津泰達股份有限公司) (Stock code: 000652, Shenzhen Stock Exchange) and Sichuan Datong Gas Development Co., Ltd (四川大通燃氣開發股份有限公司) (Stock code: 000593, Shenzhen Stock Exchange), and an independent non-executive director of Zhongyu Gas Holdings Limited (中裕燃氣控股有限公司) (Stock code: 8070, Hong Kong Stock Exchange). He was a former independent director of Tianjin Reality Development (Group) Company Limited (天津市房地產發展(集團)股份有限公司) (Stock code: 600322, Shanghai Stock Exchange) and Tianjin Quanye Bazaar (Group) Co., Ltd. (天津勸業場(集團)股份有限公司) (Stock code: 600821, Shanghai Stock Exchange).

Save as disclosed above, Mr. Luo 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. Luo is elected as an independent non-executive Director in the Annual General Meeting, the Company and Mr. Luo will enter into a service agreement in relation to the appointment of Mr. Luo as an independent non-executive Director. Mr. Luo's appointment will be for a term commencing from 23 June 2011 until the expiry of the term of the session of the Board. Mr. Luo 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. Luo 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. Liu Jingfu (劉景福), aged 47, joined the Company as an independent non-executive Director in September 2006. He obtained a master's degree in business administration from Nankai University (南開大學) in 2000. He is a senior engineer accredited by the Ministry of Railways of the PRC. He is a member of the Standardization Administration of the PRC (中國國家標準化管理委員會), vice president of Beijing Logistics Association (北京市物流協會), an expert member of the National Logistics Information Standardized Technology Commission (全國物流信息標準化技術委員會), and an expert member of the National Logistics Enterprises Comprehensive Evaluation Commission (全國物流企業綜合評估委員會). He was the chairman of China Railway Modern Logistics Technology Co., Ltd(中鐵現代物流科技股份有限公司) from 2002 to February 2011. He has been working as the general manager of Zhongwu Huashang International Logistics Co., Ltd(中物華商國際物流股份有限公司) from March 2011 to date. He is the ambassador of China Green Logistics, and has published about 50 papers on magazines of the second and the first grades, with about 400,000 words published, and has also completed 4 scientific research projects of ministerial level. Mr. Liu has accumulated years of experience in the management of the operation of logistics business. He is also a visiting professor at Beijing Jiaotong University (北京交通大學), Zhongnan University of Economics and Law (中南財經政法大學) and Beijing Technology and Business University (北京工商大學).

Save as disclosed above, Mr. Liu 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. Liu is elected as an independent non-executive Director in the Annual General Meeting, the Company and Mr. Liu will enter into a service agreement in relation to the appointment of Mr. Liu as an independent non-executive Director. Mr. Liu's appointment will be for a term commencing from 23 June 2011 until the expiry of the term of the session of the Board. Mr. Liu 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. Liu 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 Supervisor

Mr. Xing Jihai (邢吉海), aged 59, joined the Company as a shareholder representative Supervisor of the Company in September 2006. He is the chairman of the supervisory committee of the Company. He completed a professional certificate course in the financial accounting profession of Tianjin Economic Management Institute (天津市經濟管理幹部學院) (currently known as Tianjin Polytechnic University 天津工業大學) in 1995. He also completed a postgraduate course on business administration at TEDA College Nankai University (南開大學泰達學院) in 2001 and is an accountant in industrial accounting accredited by Tianjin First Light Industry Bureau Accounting Profession Medium Intermediary Duties Evaluation Committee (一輕局會計專業中級職務評委員). He has work experience in the field of financial accounting for over 30 years. From 1997 to 2000, he was the section chief of the Financial Bureau of Teda. From 2000 to date, he has been working as the director of the finance center and supervisor of Teda Holding. He is also a director of Tianjin Jinbin Development

Co., Ltd. (天津津濱發展股份有限公司) (Stock code: 000897, Shenzhen Stock Exchange) and Tianjin TEDA Co., Ltd. (天津泰達股份有限公司) (Stock code: 000652, Shenzhen Stock Exchange), China Bohai Bank (渤海銀行) and Bohai Insurance (渤海保險), as well as the chairman of the supervisory committee 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).

Save as disclosed above, Mr. Xing 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. Xing is elected as a Supervisor in the Annual General Meeting, the Company and Mr. Xing will enter into a service agreement in relation to the appointment of Mr. Xing as a Supervisor. Mr. Xing's appointment will be for a term commencing from 23 June 2011 until the expiry of the term of the session of the Board. Mr. Xing 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. Xing 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. Tian Shuyong (田樹勇), aged 40, was appointed as a shareholder representative Supervisor of the Company in October 2006. He graduated from the computer and application profession of Northeast Heavy Machinery College (東北重型機械學院) (currently known as Yanshan University (燕山大學)) and obtained a bachelor's degree in engineering in 1992. He then obtained a master's degree in business administration from Nankai University (南開大學) in 2002. From October 2002 to December 2007, he worked as a project manager of TEDA State Asset Operation Company and, from December 2007 to date, he has been working as the manager of the investment management department of TEDA State Asset Operation Company.

Save as disclosed above, Mr. Tian 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. Tian is elected as a Supervisor in the Annual General Meeting, the Company and Mr. Tian will enter into a service agreement in relation to the appointment of Mr. Tian as a Supervisor. Mr. Tian's appointment will be for a term commencing from 23 June 2011 until the expiry of the term of the session of the Board. Mr. Tian 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. Tian 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 48, 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 the 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 23 June 2011 until the expiry of the term of the session of the Board. Mr. Wang will be entitled to Supervisors' 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 Supervisors

Ms. Lu Xia (呂霞), aged 42, joined the Company as an independent Supervisor in July 2007. She graduated from the economic management profession of the Correspondence Institute of the Party School of the Central Committee of C.P.C. (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 as a director or supervisor in its subsidiaries.

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 he 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 23 June 2011 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 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 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 Wednesday, 22 June 2011 at 9:30 a.m. (or at any adjournment thereof) at the registered office of the Company at No.39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People’s Republic of China (the “PRC”) for the purpose of dealing with the following matters:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of Directors of the Company (the “Board”) for the year ended 31 December 2010;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2010;
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 2010;
4. 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;
5. To consider and approve the re-election of Mr. Zhang Jian (張艦) as executive Director of the Company with a term commencing from 23 June 2011 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 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;

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and approve the re-election of Mr. Wang Wei (王維) as executive Director of the Company with a term commencing from 23 June 2011 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. Wang 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 re-election of Mr. Hu Jun (胡軍) as non-executive Director of the Company with a term commencing from 23 June 2011 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. Hu 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 re-election of Mr. Zhang Jun (張軍) as non-executive Director of the Company with a term commencing from 23 June 2011 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 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 election of Mr. Wang Jincai (王進才) as non-executive Director of the Company with a term commencing from 23 June 2011 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. Wang 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 election of Mr. Chen Fang (陳方) as non-executive Director of the Company with a term commencing from 23 June 2011 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. Chen 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 re-election of Mr. Zhang Limin (張立民) as independent non-executive Director of the Company with a term commencing from 23 June 2011 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 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

12. To consider and approve the re-election of Mr. Luo Yongtai (羅永泰) as independent non-executive Director of the Company with a term commencing from 23 June 2011 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. Luo 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. Liu Jingfu (劉景福) as independent non-executive Director of the Company with a term commencing from 23 June 2011 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. Liu 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 re-election of Mr. Xing Jihai (邢吉海) as Shareholder representative Supervisor of the Company with a term commencing from 23 June 2011 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. Xing 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 Mr. Tian Shuyong (田樹勇) as Shareholder representative Supervisor of the Company with a term commencing from 23 June 2011 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. Tian 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 election of Mr. Wang Rui (王蕊) as Shareholder representative Supervisor of the Company with a term commencing from 23 June 2011 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 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 Ms. Lu Xia (呂霞) as independent Supervisor of the Company with a term commencing from 23 June 2011 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 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 RESOLUTIONS

18. 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 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 PRC, 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
6 May 2011

Notes:

1. 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 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 Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, 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.
3. The register of Members in Hong Kong will be closed from 24 May 2011 to 22 June 2011, both days inclusive, during which period no transfer of H shares of the Company 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, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 23 May 2011.
4. Whether or not holders of H 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 H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 2 June 2011.
5. 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 2 June 2011.
6. Detailed resumes of the nominated executive Directors, non-executive Directors and Supervisors are set out in the circular to be dispatched to the shareholders of the H shares of the Company.

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Board of Directors comprises Mr. Zhang Jian and Mr. Wang Wei as executive Directors; Mr. Hu Jun, Mr. Zhang Jun, Mr. Ding Yi and Mr. Zhang Jinming as non-executive Directors; and Mr. Zhang Limin, Mr. Luo Yongtai and Mr. Liu Jingfu as independent non-executive Directors.

This announcement, for which the Directors of the Company 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 announcement 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 announcement 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.