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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*

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 Jincan (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;
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 (王蕤) 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;

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.

- (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.

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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.