
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 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) MAJOR TRANSACTION

CONSTRUCTION OF COLD STORAGE WAREHOUSE

(2) PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY

(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary 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 Monday, 26 September 2011 at 9:30 a.m. is set out on pages 17 to 19 of this circular.

A form of proxy for use at the Extraordinary 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 Extraordinary General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Monday, 5 September 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 Extraordinary 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 Extraordinary 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.

8 August 2011

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

| | |
|---------------------------|---|
| “Articles” | the articles of the Company, as amended from time to time; |
| “Board” | the board of Directors; |
| “Cold Storage Warehouse” | Cold Storage Warehouse No. 1, with an area of 28,974.07 square meters, 3,801.71 square meters of cargo handling space (including 238.14 square meters of underground floor area), 1,433.60 square meters of refrigeration room and transformer room, situated at the Tianjin Port Container Logistics Centre, at the intersection of Yuejin Road and Jiyun Five Road, Tianjin, PRC; |
| “Company” | Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability; |
| “Contract Price” | the contract price of the Phase 1 Contract; |
| “CRCCL” | China Railway Construction Corporation Limited (中國鐵建股份有限公司) (Stock Code: 1186), a joint stock limited company incorporated in the PRC with limited liability, and a construction enterprise supervised by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC; |
| “Director(s)” | the director(s) of the Company; |
| “EGM” | the extraordinary general meeting to be convened and held to consider and approve the Phase 1 Contract and the amendments to the Articles; |
| “GEM” | the Growth Enterprise Market of the Stock Exchange; |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on the GEM; |
| “Group” | the Company together with its subsidiaries; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “Latest Practicable Date” | 5 August 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular; |

* *For identification purpose only*

DEFINITIONS

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|---------------------|--|
| “Main Contractor” | China Railway Construction 18th Bureau Group Co., Ltd. (中鐵十八局集團有限公司), a company incorporated in the PRC and a wholly owned subsidiary of CRCCL; |
| “Major Transaction” | the entering into of the Phase 1 Contract by the Company and all the transactions contemplated thereunder, in relation to the construction of the Cold Storage Warehouse; |
| “Phase 1 Contract” | a construction contract entered into between the Company and the Main Contractor on 6 July 2011 in relation to the construction of the Cold Storage Warehouse; |
| “PRC” | the People’s Republic of China, which for purpose of this circular, does not include, Hong Kong, the Macau Special Administrative Region and Taiwan; |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “SFO” | Securities and Futures Ordinance, Cap. 471 of the laws of Hong Kong; |
| “Shareholder(s)” | the shareholder(s) of the Company; |
| “Supervisor(s)” | the supervisors of the Company; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Tender Office” | Tianjin Tender Management Office for Construction Projects (天津市建設工程招標管理辦公室); it is a supervision and management agency to which the Tianjin Construction Administrative Commission (天津市建設管理委員會) (a department of the Tianjin government) has entrusted the exercise of some government functions, and is responsible for the tendering, supervision and contract administration of construction projects within the Tianjin Administrative Area; and |
| “%” | per cent. |

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. Wang Jincai
Mr. Chen Fang

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

*Hong Kong share registrar
and transfer office:*

Computershare Hong Kong Investor
Services Limited
Hopewell Centre, 46th Floor
183 Queen's Road East
Wan Chai
Hong Kong

8 August 2011

To the Shareholders of the Company

Dear Sir or Madam,

**(1) MAJOR TRANSACTION
CONSTRUCTION OF COLD STORAGE WAREHOUSE
(2) PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY**

(1) MAJOR TRANSACTION – CONSTRUCTION OF COLD STORAGE WAREHOUSE

Background

On 6 July 2011, the Board announced that the Company, after trading hours on 6 July 2011, entered into the Phase 1 Contract with the Main Contractor for the construction of the Cold Storage Warehouse. The key terms of the Phase 1 Contract are set out below.

* *For identification purpose only*

LETTER FROM THE BOARD

Key terms of the Phase 1 Contract

| | |
|---|--|
| The parties: | The Company and the Main Contractor. |
| Date of the Phase 1 Contract: | 6 July 2011 |
| Project name and scope: | Tianjin Binhai Teda Logistics (Group) Corporation Limited Import & Export Cold Chain Logistics Centre Project (Phase 1 Tender). |
| Project location: | Tianjin Port Container Logistics Centre, intersection of Yuejin Road and Jiyun Five Road, Tianjin, PRC. |
| Project content: | <p>The total construction area of 34,209.38 square meters, including:</p> <p>Cold Storage Warehouse No. 1 with 28,974.07 square meters, 3,801.71 square meters of cargo handling space (including 238.14 square meters of ground floor area), 1,433.60 square meters of refrigeration room and transformer room.</p> |
| Contract period: | <p>Contract duration:</p> <p>262 days</p> |
| Contract price: | RMB177,802,999.00 (including specialist works in the estimated amount of RMB49,821,000.00). |
| Condition precedent: | The Phase 1 Contract shall be conditional upon the approvals being obtained from the Shareholders to the entering into of and the transactions contemplated under the Phase 1 Contract. If such approvals are not granted within 6 months after the date of the Phase 1 Contract, the Phase 1 Contract shall become null and void without any liability on the Company and the Main Contractor whatsoever. |
| Basis upon which the Contract Price was determined: | The Contract Price was determined at arm's length basis after a public tender process carried out by the Tender Office. A comprehensive assessment was made on the experience, market position and construction quality being offered. The Phase 1 Contract was awarded to the tenderer who offered the lowest bid. |

LETTER FROM THE BOARD

Payment terms:

Prepayment:

The time for prepayment of project costs from the Company to the Main Contractor and the amount or the percentage to the total contract amount:

Subject to the construction commencement conditions being satisfied, the Company shall pay the Main Contractor a project prepayment amounting to 10% of the Contract Price three days prior to the commencement date of the construction work agreed in the Phase 1 Contract.

Time and rate for clawing back of project costs: the project prepayment shall be clawed back evenly from the progress payments of the first four months.

Progress payment:

Payment method and time for the project costs (progress costs) agreed by both parties: the Company shall pay the Main Contractor project progress costs each month for 65% of the amount of work completed in the month. A settlement shall be made in 90 days after checking that the quality of the completed work is up to the standard (the "Settlement").

The Company shall pay up to 97% of the total settlement costs: 30 days after the Settlement and the remaining 3% shall be served as warranty payment.

The warranty payments for washrooms and rooms with waterproof exterior or having waterproofing requirement and the anti-leaking exterior walls shall be returned (without interests) 5 years after the inspection and acceptance of completed work. The other warranty payments shall be returned in full (without interests) 2 years after the inspection and acceptance of completed work. The warranty responsibility of the Main Contractor during the reasonable construction period shall not be exempted due to the payment of warranty payment.

LETTER FROM THE BOARD

Guarantee: The Company will arrange a guarantee letter to be issued by the bank in favour of the Main Contractor guarantee the payment of 10% of the Contract Price.

The Main Contractor will arrange a guarantee letter to be issued by the bank in favour of to the Company for payment of the loss and damages to the Company in the sum of 10% of the Contract Price.

Reasons, Benefits and Effects of the Phase 1 Contract

The Group is principally engaged in the provision of comprehensive logistics services, mainly in the areas of supply chain solutions and materials procurement businesses and related services. The Company intends to construct the Cold Storage Warehouse on a piece of land it owns in the Tianjin Port Container Centre (天津港集裝箱中心), in order to become involved in the cold chain logistics business and to expand the Group's operational range, optimizing the Company's business structure. Upon the completion of the construction of the Cold Storage Warehouse, the project will enable the Company to participate in the cold chain logistics business and enhance the Company's influence in the industry, thus providing strong support to the sustainable development of the Company's business.

The Directors consider that the proposed construction of the Cold Storage Warehouse and the terms of the Phase 1 Contract (which were determined by tender process in accordance with the applicable rules and regulations of the PRC) and the Major Transaction are on normal commercial terms, are fair and reasonable and are in the best interest of the Company and the Shareholders as a whole.

To the best of the Director's knowledge, information and belief and having made all reasonable enquiry, the Main Contractor and its ultimate beneficial owner are third parties independent of the Company and the connected persons (as defined under the GEM Listing Rules) of the Company. The Contract Price will be funded by external financing provided through bank loans, and internal funds of the Company, in a proportion of 65% and 35% respectively.

As the Contract Price will be funded as to 65% by bank loans, there will be cash inflow from the bank loans and cash outflow for payment of fixed assets, and hence an increase in both the total assets and liabilities of the Group, as a result of the construction of the Cold Storage Warehouse. The Company also expects an increase in earnings after the Cold Storage Warehouse has been put into operation. During construction period, as accounting treatment, finance costs incurred for the construction of the Cold Storage Warehouse will be capitalised as assets, and it will have no effect on earnings. After completion of the construction of the Cold Storage Warehouse, the Cold Storage Warehouse will be put into use. Thereat the finance costs will be incorporated into the income statement, but the Company expects that the revenue generated from the operation of the Cold Storage Warehouse, after deducting the payment for the finance cost for the construction of the Cold Storage Warehouse, will result in profit for the Company.

LETTER FROM THE BOARD

Information on the Main Contractor and the Group

The Main Contractor is a construction company incorporated in the PRC and is principally engaged in the construction contracting business such as road and building construction. The Company commissioned the Tender Office to carry out the public tender process, through which five qualified tenderers were shortlisted by experts in the construction industry appointed by the Tender Office, after a comprehensive assessment on the experience, market position and construction quality being offered. The tenderer that offered the lowest bid was engaged as the Main Contractor.

The Group is principally engaged in the provision of supply chain logistic services regarding transportation of finished automobiles and automobile components, electronic components, materials procurement and related logistic services and bonded warehouse services.

Listing Rules implications

The Phase 1 Contract constitutes a major transaction for the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the approval of the Shareholders. As no Shareholder has a material interest in the Phase 1 Contract which is different from the interests of the other Shareholders, no Shareholder are required to abstain from voting at the EGM.

(2) PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY

Pursuant to a request made by the Tianjin Administration for Industry & Commerce, it is proposed that the Company should delete from the business scope set out in the Articles the businesses which require prior permits and which the Company has not commenced. The businesses which will be deleted are namely, insurance business, related short-distance transportation services, transportation consulting business and the wholesaling, retailing, importing and exporting businesses of vegetable oil, grain and oil products. As the Company has not commenced carrying out the said businesses, the deletion thereof from the business scope in the Articles will not have any effect on the Company. The Board proposes to amend the Articles in respect of its business scope by deleting Article 17 of the Articles in entirety and replacing it 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, 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,

LETTER FROM THE BOARD

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, 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).

RECOMMENDATION

Having considered the factors and reasons set out herein, the Directors, including the independent non-executive directors, are of the opinion that the terms of the Phase 1 Contract and the Major Transaction are on normal commercial terms, fair and reasonable and that the terms of the Phase 1 Contract, the Major Transaction and the proposed amendment to the Articles are in the interests of the Company and the Shareholders as a whole and would recommend the Shareholders to vote in favour of the resolution to approve the Major Transaction and the proposed amendment to the Articles at the EGM.

ADDITIONAL INFORMATION

This document constitutes a circular which the Company is required to send to you pursuant to the GEM Listing Rules in respect of the Major Transaction. Your attention is drawn to the information set out in Appendices I and II to this circular.

Yours faithfully,
By order of the Board
Zhang Jian
Chairman

1. THREE-YEAR FINANCIAL INFORMATION OF THE GROUP

The audited consolidated financial statements of the Group for the years ended 31 December 2010, 2009 and 2008 together with the relevant notes to the consolidated financial statements of the Group can be found on pages 41 to 98 of the published annual report of the Company for the year ended 31 December 2010, pages 37 to 90 of the published annual report of the Company for the year ended 31 December 2009 and pages 37 to 88 of the published annual report of the Company for the year ended 31 December 2008, respectively.

All of the annual reports for the years ended 31 December 2010, 2009 and 2008 have been published on the website of the Stock Exchange (<http://www.hkex.com.hk>) and the website of the Company (<http://www.tbtl.cn>).

2. STATEMENT OF INDEBTEDNESS

Borrowings

As at the close of business on 30 June 2011, being the latest practicable date for the purpose of this indebtedness statement prior to the date of this circular, the Group had outstanding bank borrowings of approximately RMB140 million, all being unsecured current loans.

Capital Commitments

As at 30 June 2011, the Group has the following capital commitments:

| | <i>RMB'000</i> |
|--|----------------|
| Contracted but not provided for – property, plant and equipment | <u>21,906</u> |

Save as aforesaid and apart from intra-group liabilities and normal trade payables, as at the close of business on 30 June 2011, the Group did not have any mortgages, pledges, encumbrances, outstanding loan capital issued or agreed to be issued, bank overdrafts, debt securities or other similar debts, financial leases or hire purchase commitments, liabilities under acceptances (other than normal trade bills) or acceptance credits or any guarantees or material contingent liabilities.

3. WORKING CAPITAL

The Directors are of the opinion that, in the absence of unforeseen circumstances and after taking into account the effect of the Major Transaction and the financial resources available to the Group, including the internally generated funds and the available banking facilities, the Group has sufficient working capital for its present requirements, that is for at least the next 12 months from the date of this circular.

4. FINANCIAL AND TRADING PROSPECTS

In the second quarter of the year 2011, though the growth rate was slowing down, China's economy grew rapidly. Amid the uncertain international economic environment, weak exportation, steady consumption growth, affected by the earthquake in Japan, the Company recorded an obvious decline in the provision of logistics and supply chain services for transportation of finished automobile and components while other business segments achieved stable growth. As a result, the overall operating performance of the Group was on the same level as the year 2010.

To promote sustainable development, the Company is committed to optimize the business structure, explore new business opportunities, strengthen logistics infrastructure and enhance risk-resisting ability. Cold chain logistics is the main focus of the PRC government and local governments as it is closely related to national food and pharmaceutical safety. The construction of the Cold Storage Warehouse will enable the expansion of logistic service provided by the Company and enhance its influence to, and competitiveness in, the industry. The directors believe that the construction and operation of the Cold Storage Warehouse will lay a solid foundation of the Company's future growth and will be a the new source of business growth.

5. MATERIAL ADVERSE CHANGE

The Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 December 2010, being the date to which the latest published audited accounts of the Company have been made up.

1. RESPONSIBILITY STATEMENT

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

2. DIRECTORS' INTERESTS**2.1 Interests in securities**

As at the Latest Practicable Date, none of the Director, Supervisors and chief executive of the Company had any interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which such Director or chief executive was taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

2.2 Interests in service contracts

As at the Latest Practicable Date, none of the Directors and Supervisors has any service contract with any member of the Group which is determinable by the Group within one year provided that payment of compensation other than statutory compensation was given.

2.3 Interests in assets

As at the Latest Practicable Date, none of the Directors and Supervisors has any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, any member of the Group or which are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2010, the date to which the latest published audited consolidated financial statements of the Company were made up.

2.4 Interests in contracts

As at the Latest Practicable Date, none of the Directors and Supervisors of the Company has any subsisting contract or arrangement in which the Director or Supervisor is materially interested and which is significant in relation to the business of the Group.

3. INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS DISCLOSEABLE UNDER PART XV OF THE SFO

As at the Latest Practicable Date, so far as is known to the Directors and the chief executive of the Company, the following persons, other than a Director or chief executive of the Company, had an interest or a short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or was otherwise interested in 5% or more of any class of the then issued share capital of the Company:

(i) Substantial shareholders of the Company

| Name of Substantial Shareholder | Nature of Interest | Number and class of shares (Long Position) | Approximate percentage of shareholding in the same class of shares | Approximate shareholding to the Company's total issued share capital |
|--|--------------------|--|--|--|
| Tianjin Teda Investment Holding Company Limited 天津泰達投資控股有限公司 | Beneficial owner | 178,765,011 Domestic shares | 69.81% | 50.45% |
| Tianjin Economic and Technological Development Area State Asset Operation Company 天津經濟技術開發區國有資產經營公司 | Beneficial owner | 77,303,789 Domestic shares | 30.19% | 21.82% |
| Tianjin Port Development Holdings Limited 天津港發展控股有限公司 | Beneficial owner | 20,000,000 H Shares | 20.36% | 5.64% |
| Hongkong Topway Trading Co., Limited 香港拓威貿易有限公司 | Beneficial owner | 10,000,000 H Shares | 10.18% | 2.82% |
| The National Council for Social Security Fund of the People's Republic of China 中華人民共和國全國社會保障基金理事會 | Beneficial owner | 8,931,200 H shares | 9.09% | 2.52% |

4. LITIGATION

As at the Latest Practicable Date, no member of the Group is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against any member of the Group.

5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their respective associates (as defined in the Listing Rules) nor the compliance advisor has any interest in a business, which competes or may compete with the business of the Group.

6. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business of the Group) were entered into by members of the Group within the two years immediately preceding the date of this circular and up to the Latest Practicable Date and are or may be material:

1. The capital increase agreement (註冊資本及出資比例變更協議) entered into between the Company and Alps Logistics Co., Ltd. (株式會社阿爾卑斯物流), a company with limited liability incorporated in Japan, on 2 July 2010, in relation to the increase of the registered capital and the alteration of the capital contributions of Tianjin Alps Teda Logistics Co., Ltd. (天津泰達阿爾卑斯物流有限公司), pursuant to which Alps Logistics Co., Ltd. paid to Tianjin Alps Teda Logistics Co., Ltd. a sum of approximately RMB6,558,704 as capital injection. On the date of the capital injection agreement, Alps Logistics Co., Ltd. held 48% interest in Tianjin Alps Teda Logistics Co., Ltd., which at that time was a non-wholly owned subsidiary of the Company. After the completion of the capital increase agreement on 18 January 2011, the Company and Alps Logistics Co., Ltd. respectively own 50% interest in the registered capital of Tianjin Alps Teda Logistics Co., Ltd. As a result, Tianjin Alps Teda Logistics Co., Ltd., is no longer a subsidiary of the Company, but remains a jointly controlled entity of the Group.
2. The logistics service agreement entered into between Tianjin Fengtian Logistics Co., Ltd. (天津豐田物流有限公司), a non-wholly owned subsidiary of the Company and Toyota Tsusho Corporation (日本豐田通商株式會社), a company with limited liability incorporated in Japan, on 23 November 2010, in relation to the provision of logistics services and supply chain solutions for automobiles and car components by the Group to Toyota Motor Corporation and its subsidiaries and associated companies (including Toyota Tsusho Corporation), the annual caps of which were expected not to exceed RMB99,000,000, RMB104,000,000, and RMB108,000,000, for the years ending 31 December 2011, 2012 and 2013 respectively. Toyota Tsusho Corporation, which holds approximately 36.2% interest in Tianjin Fengtian Logistics Co., Ltd., is a substantial shareholder of a subsidiary of the Company.

7. MISCELLANEOUS

- (a) As at the Latest Practicable Date, none of the Directors are materially interested in any contracts or arrangements subsisting at the date of this circular which are significant in relation to the business of the Group.
- (b) As at the Latest Practicable Date, the compliance officer of the Company is Mr. Zhang Jian who is the Chairman of the Board, the chief executive officer and an executive Director of the Company.
- (c) As at the date of this circular, the company secretary of the Company is Mr. Wang Xiao Jun, who is a solicitor of the High Court of Hong Kong.
- (d) The Company has set up an audit committee pursuant to the requirements under the GEM Listing Rules. The audit committee currently comprises all independent non-executive directors namely Mr. Zhang Limin, Mr. Liu Jingfu and Mr. Luo Yongtai, among which the chairman of the committee, Mr. Zhang Limin, has the competent professional qualification and financial experience. The members of the audit committee convene meetings regularly with the management and external auditors and review the internal audit report and the annual accounts of the Group. Details of the members of the audit committee are set out below:

Mr. Zhang Limin (張立民), aged 55, joined the Company as an independent non-executive Director in September 2006, and has the appropriate qualifications in compliance 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).

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).

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).

- (e) In the event of inconsistency between the English and Chinese versions of this circular, the English version shall prevail.

8. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection during the normal business hours on any weekday (except public holidays) at the Company's principal place of business in Hong Kong from the date of this circular up to and including the date of the EGM:

- (a) the existing Articles of the Company;
- (b) the 2009 and 2010 annual reports of the Company;
- (c) each of the material contracts referred to in this section headed "Material Contracts" in this Appendix; and
- (d) a copy of each circular of the Company issued pursuant to the requirements set out in Chapters 19 and 20 of the GEM listing Rule since 31 December 2010 (being the date to which the latest Published audited consolidated financial statements of the Group were made up).

NOTICE OF THE EGM

Hong Kong Exchange and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 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 on Monday, 26 September 2011 at 9:30 a.m. at the registered office of the Company at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People's Republic of China (the "PRC") for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION

1. "THAT:

- (a) the construction contract dated 6 July 2011 (the "Phase 1 Contract") entered into between the Company and China Railway Construction 18th Bureau Group Co., Ltd. (中鐵十八局集團有限公司), a copy of which has been produced at the meeting marked "A" and initialed by the chairman of the meeting for identification purpose, as more particularly described in the circular to the shareholder of the Company dated 8 August 2011, of which this notice forms part and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the Phase 1 Contract and the transactions contemplated thereunder."

* *For identification purposes only*

NOTICE OF THE EGM

SPECIAL RESOLUTIONS

2. “**THAT**

the Articles of the Company (the “Articles”) be and are hereby amended in the following manner:–

Existing Article 17 of the Articles be deleted in entirety and replaced 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, 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, 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).

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

8 August 2011

NOTICE OF THE EGM

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 27 August 2011 to 26 September 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 26 August 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 5 September 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 5 September 2011.

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. Wang Jincui and Mr. Chen Fang 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.