
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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS
DATED 8 AUGUST 2011 RELATING TO
AN ADDITIONAL PROPOSED RESOLUTION ON
DISTRIBUTION OF INTERIM DIVIDEND AT THE EGM
AND
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

This supplemental circular (the “**Supplemental Circular**”) should be read together with the circular to the Shareholders (as defined below) dated 8 August 2011 (the “**First Circular**”).

A notice of the first extraordinary general meeting (the “**EGM**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “**Company**”) to be held at at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Monday, 26 September 2011 at 9:30 a.m. was set out in the First Circular. A supplemental notice of the EGM dated 12 August 2011 is set out on pages 5 and 6 of this Supplemental Circular.

An additional resolution will be proposed at the EGM in relation to the proposed distribution of interim dividend of the Company, particulars of which are set out in this Supplemental Circular.

A revised form of proxy for use at the EGM, which contains the additional resolution to be proposed at the EGM, is enclosed and is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.tbtl.cn). The form of proxy despatched with the First Circular is superseded by the revised form of proxy enclosed herewith. If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the enclosed revised form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude you from attending the EGM 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.

12 August 2011

* For identification purposes 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.

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 Jingcai

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

12 August 2011

To the Shareholders

Dear Sirs,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS
DATED 8 AUGUST 2011 RELATING TO
AN ADDITIONAL PROPOSED RESOLUTION ON
DISTRIBUTION OF INTERIM DIVIDEND AT THE EGM
AND
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the First Circular of the Company dated 8 August 2011. Unless otherwise defined in this Supplemental Circular, capitalised terms used herein shall have the same meanings as those defined in the First Circular.

* *For identification purposes only*

LETTER FROM THE BOARD

The purpose of this Supplemental Circular is to provide you with information regarding the additional proposed ordinary resolution to be submitted to the EGM in relation to the proposed distribution of interim dividend and to give you a supplemental notice of the EGM, which is set out on pages 5 and 6 of this Supplemental Circular.

PROPOSED DISTRIBUTION OF INTERIM DIVIDEND

The Company intends to distribute an interim dividend of RMB0.02 per share to all the Shareholders whose names appear on the register of members of the Company on 11 October 2011. The proposed distribution of interim dividend is set out in the ordinary resolution in the revised notice of the EGM.

Dividends payable for domestic shares will be distributed and paid in RMB whereas dividends for H shares will be distributed and paid in Hong Kong dollars. Exchange rate will be based on the average median exchange rate of RMB to Hong Kong Dollar (RMB 0.8243 to HK\$1.00) announced by the People's Bank of China on the last five business days before the announcement of the interim results (i.e. 4, 5, 8, 9 & 10 August 2011).

In accordance with the Enterprise Income Tax Law of the PRC and the Rules for the Implementation of the Enterprise Income Tax Law of the PRC, both implemented in 2008, with effect from 1 January 2008, the Company shall be obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise shareholders with a tax rate of 10% when the Company distributes any dividends to non-resident enterprise shareholders whose names appear on the register of members of the Company for H shares. As such, any H shares of the Company registered other than in the name(s) of individual(s), including HKSCC Nominees Limited, other nominees, trustees, or other organizations or groups, shall be deemed to be H shares held by non-resident enterprise shareholder(s) and the PRC enterprise income tax shall be withheld from any dividends payable thereon. The Company shall comply with the relevant rules and regulations to withhold and pay the PRC enterprise income tax on behalf of the relevant holders of shares who are listed in the register of members of the Company for H shares as of 11 October 2011 (Tuesday) for the interim dividend.

Due to the recent changes in the PRC tax regulations, the individual holders of H shares whose names appeared on the register of members of the Company (the "Individual H Shareholders") are no longer exempted from the individual income tax payment.

Pursuant to Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (the "Tax Notice") issued by the State Administration of Tax on 28 June 2011, the dividend and/or bonus shares to be distributed by the PRC non-foreign invested enterprises whose shares have been issued in Hong Kong to the overseas resident individual shareholders is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries where they are residing and Mainland China.

LETTER FROM THE BOARD

Pursuant to the aforesaid Tax Notice, when the interim dividend is distributed to the Individual H Shareholders whose names appeared on the register of members of the Company on 11 October 2011, the Company will withhold 10% of the dividend as individual income tax unless otherwise specified by the relevant tax regulations, tax agreements or the Notice.

Should the holders of H shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact on the possession and disposal of the H shares of the Company.

RECOMMENDATION

The Directors believe that the additional proposed ordinary resolution on the distribution of interim dividend for consideration and approval by the Shareholders at the EGM is 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 the additional ordinary resolution on the distribution of interim dividend to be proposed at the EGM as set out in the revised notice of the EGM.

EXTRAORDINARY GENERAL MEETING AND REVISED PROXY FORM

A revised notice convening the EGM to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Monday, 26 September at 9:30 a.m. and containing the additional proposed ordinary resolution on the distribution of interim dividend is set out on pages 5 & 6 of this Supplemental Circular.

Since the form of proxy (the “**Proxy Form**”) enclosed with the First Circular does not contain the additional proposed ordinary resolution on the distribution of interim dividend as set out in this Supplemental Circular, a revised form of proxy (the “**Revised Proxy Form**”) is enclosed with this Supplemental Circular.

IMPORTANT:

THE PROXY FORM DESPATCHED WITH THE FIRST CIRCULAR IS SUPERSEDED BY THE REVISED PROXY FORM ENCLOSED HEREWITH.

Yours faithfully,
By order of the Board
Zhang Jian
Chairman

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of the extraordinary general meeting (the “EGM”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “Company”) dated 8 August 2011 (the “EGM Notice”) which sets out the resolutions to be considered by shareholders at the EGM to 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”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that shareholders at the EGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following resolution, in addition to the resolutions set out in the EGM Notice, as ordinary resolution numbered 1A:

ORDINARY RESOLUTION

- 1A “To consider and approve the distribution of an interim dividend of RMB0.02 per share as proposed by the board of directors of the Company to all the shareholders of the Company whose names appear on the register of members of the Company on 11 October 2011”;

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

12 August 2011

* *For identification purposes only*

SUPPLEMENTAL 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 revised 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 revised 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. The board of directors of the Company has recommended an interim dividend of RMB0.02 per share and, if such dividend is declared by the shareholders passing Resolution 1A, it is expected to be paid on or about 18 November 2011 to those shareholders whose names appear on the register of members of the Company on Tuesday, 11 October 2011. The register of members of H Shares will be closed from Thursday, 6 October 2011 to Tuesday, 11 October 2011 (both days inclusive). In order to be entitled to the dividend, holders of H Shares who have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 4 October 2011.

SUPPLEMENTAL NOTICE OF THE EGM

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 Jincai 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.