
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) PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY
AND
(2) PROPOSED ELECTION OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING IN 2011**

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 Friday, 11 November 2011 at 9:30 a.m. is set out on pages 7 to 9 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 Friday, 21 October 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.

27 September 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, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	means the articles of the Company, as amended from time to time
“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 fully paid in RMB
“Extraordinary General Meeting” or “EGM”	means the extraordinary general meeting of the Company to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 11 November 2011 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the extraordinary general meeting which is set out on pages 7 to 9 of this circular, or any adjournment thereof
“GEM”	means the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on the GEM
“GEM website”	means http://www.hkgem.com , being the internet website operated by the Stock Exchange for GEM
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“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 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

* *For identification purpose only*

DEFINITIONS

“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. 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

27 September 2011

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY
AND
(2) PROPOSED ELECTION OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING IN 2011**

1. INTRODUCTION

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

* *For identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY

In view of the proposed change and appointment of Directors at the Extraordinary General Meeting, and also in contemplation of the future development of the Company, special resolution will be proposed at the Extraordinary General Meeting to approve the necessary amendment to the relevant provisions of the Articles.

Article 114 of the Articles of the Company be amended by deleting the following paragraph:

“The company has a board of directors which is accountable to the general meetings. The board of directors comprises nine directors, of which two are executive directors and seven are non-executive directors. The board of directors has one chairman.”

and replaced by the following paragraph:

“The company has a board of directors which is accountable to the general meetings. The board of directors comprises nine directors, no less than one of whom are executive directors and no less than seven of whom are non-executive directors. The board of directors has one chairman.”

3. PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Wang Wei (王維) has tendered his resignation from his office as executive Director with effect from the date of appointment of Mr. Cheong Ying Chew Henry (張英潮) as the independent non-executive Director. Mr. Wang has confirmed that he has no disagreement with the Company and there is no matter relating to his resignation that is required to be brought to the attention of the Shareholders.

The Board wishes to take this opportunity to express its gratitude to Mr. Wang for his contributions to the Company during his tenure of service with the Company.

After the resignation of Mr. Wang Wei, as the Company sought to maintain at least nine Directors on the Board, the Board proposed to appoint Mr. Cheong Ying Chew Henry as independent non-executive Director. The appointment of Mr. Cheong Ying Chew Henry is subject to the approval by Shareholders at the Extraordinary General Meeting.

At the Extraordinary General Meeting, the Board will propose resolution to elect independent non-executive Director, and to authorize the Board to enter into a new service contract or an appointment letter with the newly elected independent non-executive Director.

LETTER FROM THE BOARD

If Mr. Cheong is elected as an independent non-executive Director at the Extraordinary General Meeting, the Company and Mr. Cheong will enter into a service contract in relation to the appointment of Mr. Cheong as an independent non-executive Director. The term of Mr. Cheong will commence on the date of the Extraordinary General Meeting until the expiry of the term of the session of the Board. Mr. Cheong 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.

Details of Mr. Cheong Ying Chew Henry are as follows:

Mr. CHEONG Ying Chew Henry, aged 63, has over 30 years of experience in the securities industry. He has been a director of the Worldsec Group which he founded in 1991 together with The Bank of Tokyo-Mitsubishi UFJ, Ltd. in Japan (formerly known as "The Mitsubishi Bank"). Mr. Cheong currently serves as an executive director and the deputy chairman of Worldsec Limited, a company listed on the London Stock Exchange. Prior to setting up the Worldsec Group in 1991, he was a director of James Capel (Far East) Limited for 5 years with overall responsibility of Far East sales. His earlier professional experience includes 11 years with Vickers da Costa Limited in Hong Kong, latterly as its managing director. Mr. Cheong holds a Bachelor of Science (Mathematics) Degree from Chelsea College, University of London and a Master of Science (Operational Research and Management) Degree from Imperial College, University of London.

Mr. Cheong is an independent non-executive director of each of Cheung Kong (Holdings) Limited (stock code: 1), Cheung Kong Infrastructure Holdings Limited (stock code: 1038), Excel Technology International Holdings Limited (stock code: 8048), Hutchison Telecommunications Hong Kong Holdings Limited (stock code: 215), SPG Land (Holdings) Limited (stock code: 337), New World Department Store China Limited (stock code: 825), TOM Group Limited (stock code: 2383), CNNC International Limited (stock code: 2302) and Creative Energy Solutions Holdings Limited (stock code: 8109). He is also an independent director of BTS Group Holdings Public Company Limited, a company listed on the Stock Exchange of Thailand. Mr. Cheong was an independent non-executive director of Forefront Group Limited (formerly known as "Forefront International Holdings Limited") (stock code: 885) and FPP Japan Fund Inc. (formerly known as "FPP Golden Asia Fund Inc." and "Jade Asia Pacific Fund Inc."), a company listed on the Irish Stock Exchange. Mr. Cheong is also a member of the Securities and Futures Appeals Tribunal, a member of the Advisory Committee of the Securities and Futures Commission and was previously a member of Disciplinary Panel A of Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Cheong has not held any directorship in any other listed public companies in the last three years. Mr. Cheong 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, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Cheong 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.

LETTER FROM THE BOARD

4. EXTRAORDINARY GENERAL MEETING

The notice of the Extraordinary General Meeting is set out on pages 7 to 9 of this circular. At the Extraordinary General Meeting, resolutions will be proposed to approve, inter alia, the amendment to the Articles and the appointment of independent non-executive Director.

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 Friday, 21 October 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.

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.

5. RECOMMENDATION

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

Yours faithfully,

By order of the Board

天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Zhang Jian

Chairman

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges 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 “Meeting”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “Company”) will be held on Friday, 11 November 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 RESOLUTION

1. To consider and approve the appointment of Mr. Cheong Ying Chew Henry (張英潮) as independent non-executive Director of the Company with a term commencing from the date of the Meeting 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. Cheong Ying Chew Henry 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 RESOLUTION

2. To consider and approve the amendment to the articles of the Company (the “Articles”) in the following manner:

Existing Article 114 of the Articles be deleted in entirety and replaced by the following:

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NOTICE OF EXTRAORDINARY GENERAL MEETING

The company has a board of directors which is accountable to the general meetings. The board of directors comprises nine directors, no less than one of whom are executive directors and no less than seven of whom are non-executive directors. The board of directors has one chairman.

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
27 September 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 13 October 2011 to 11 November 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 12 October 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 21 October 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 21 October 2011.
6. Detailed resume of the nominated independent non-executive Director is set out in the circular to be dispatched to the Shareholders.

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NOTICE OF EXTRAORDINARY 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. Wang Jincan 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 notice, 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 GEM 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 notice 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 notice 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.