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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 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:

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.

*As at the date of this announcement, 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 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 announcement 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](http://www.tbtl.cn).*

*\* For identification purpose only*