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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 the Company will be held 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**”) on Monday, 13 August 2012 at 9:30 a.m. for the purpose of considering, and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Professor Japhet Sebastian Law as an independent non-executive director of the board of directors of the Company effective from the date of the passing of the resolution hereof be and is hereby approved until the conclusion date of the annual general meeting to be held by the Company in 2014 and to authorize the Board to enter into a service agreement with Professor Japhet Sebastian Law 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;
2. To consider and approve the appointment of Ms. Xu Jianxin as the supervisor of the Company effective from the date of the passing of the resolution hereof be and is hereby approved until the conclusion date of the annual general meeting to be held by the Company in 2014 and to authorize the Board to enter into a service agreement with Ms. Xu Jianxin 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; and

* *For identification purpose only*

SPECIAL RESOLUTION

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

To delete the existing Article 17 of the Articles in its entirety and replace it by the following:

“The scope of business of the Company is in pursuant to those approved by the registration authorities.

The scope of business of the Company includes: domestic freight forwarding; general warehousing services (excluding hazardous materials); warehousing and logistics, and storehouse and venue rental services; operation and management of commodity market, and operation of port equipment and high-tech equipment; international delivery agent for import and export of goods, international exhibits, private orders and goods in transit from sea, land and air, including cargo canvassing, shipping, booking, warehousing, transiting, LCL service, charges clearing, inspection application, international multimodal transport, and bulk cargo business; wholesale and retail of metals, building materials, new chemical materials, hardware, machinery and electrical equipment, aviation, aerospace and maritime transport equipment, auto parts, hardware, software and peripherals for computer, electronic products, instruments, general merchandise, coke and by-products, coal and coal products, minerals (excluding iron ore, alumina and aluminum soil), chemical raw materials and products, petroleum products (excluding crude oil and refined oil), fuel oil, textile raw materials, and chemical fertilizers; operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); re-export; inventory control management, logistics, consultation, technology services and related information consultation (businesses regarding commodities which are subject to quota license and special franchise administration shall be operated in compliance with applicable regulations).”

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

29 June 2012

Notes:

- (i) 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 announcement, to attend and exercise all the voting powers attached to such Share at the Meeting, and this announcement shall be deemed to be given to all joint holders of such Share.

- (ii) 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 notorially 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.
- (iii) The register of Members in Hong Kong will be closed from 14 July 2012 to 13 August 2012, 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 13 July 2012.
- (iv) 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 23 July 2012.
- (v) 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 23 July 2012.
- (vi) Detailed resume of the nominated independent non-executive Director and the Supervisor are set out in the circular to be despatched to the Shareholders.

As at the date of this announcement, the executive Director is Mr. Zhang Jian; the non-executive Directors are Mr. Hu Jun, Mr. Zhang Jun, Mr. Wang Jincui and Mr. Chen Fang; and the independent non-executive Directors are Mr. Zhang Limin, Mr. Luo Yongtai and Mr. Liu Jingfu.

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 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 announcement will also be posted on the Company’s website at www.tbtl.com.cn.