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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Tianjin Binhai Teda Logistics (Group) Corporation Limited*, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) 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)

**PROPOSED NON-PUBLIC ISSUANCE OF
DOMESTIC CORPORATE BONDS IN THE PRC
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the EGM 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 6 November 2019 at 9:30 a.m., is set out on pages EGM-1 to EGM-5 of this circular. A form of proxy for use at the EGM 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 EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 17 October 2019 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 EGM or any adjournment thereof (as the case may be). Completion and return of the 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.

20 September 2019

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities trade on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following terms have the following meanings:

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors of the Company
“Bond Issue”	the proposed issuance of Domestic Corporate Bonds by the Company
“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 and whose H Shares are listed on the GEM (Stock code: 8348)
“Director(s)”	the director(s) of the Company
“Domestic Corporate Bonds”	domestic corporate bonds of not more than RMB500 million in the aggregate principal amount proposed to be issued in the PRC by the Company
“EGM”	an extraordinary general meeting of the Company to be held at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Wednesday, 6 November 2019 at 9:30 a.m. to consider and approve the Bond Issue and the related authorization thereof
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“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
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

The English names of the Chinese nationals, companies, entities, departments, facilities, certificates, titles and the like are translation of their Chinese names and are included in this circular for identification purpose only and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name prevails.

** For identification purpose only*

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 Director:

Mr. Yang Weihong (*Chairman of the Board*)

Non-executive Directors:

Mr. Li Jian

Ms. Peng Bo

Mr. Yang Xiaoping

Mr. Zheng Yuying

Independent non-executive Directors:

Mr. Cheng Xinsheng

Mr. Japhet Sebastian Law

Mr. Peng Zuowen

Mr. Zhou Zisheng

*Registered office and principal place of
business in the PRC:*

No. 39, Bohai Road,
Tianjin Economic and
Technological Development Zone,
Tianjin,
PRC

Principal place of business in Hong Kong:

Unit B, 1st Floor, Neich Tower
128 Gloucester Road,
Wanchai,
Hong Kong

20 September 2019

To the Shareholders

Dear Sir or Madam,

PROPOSED NON-PUBLIC ISSUANCE OF DOMESTIC CORPORATE BONDS IN THE PRC

I. INTRODUCTION

Reference is made to the announcement of the Company dated 10 September 2019 in relation to the Bond Issue. The purpose of this circular is to provide you with, among other things, further information on the Bond Issue.

II. PROPOSED BOND ISSUE IN THE PRC

1. Background

As disclosed in the announcement of the Company dated 10 September 2019, the Board resolved to seek the Shareholders' consideration and approval for the Bond Issue in the aggregate amount of not more than RMB500 million and the related authorization thereof at the EGM. The proceeds will mainly be used to settle bank loans and supplement the Company's liquidity and etc..

* For identification purpose only

LETTER FROM THE BOARD

2. Proposed plan for issuance of Domestic Corporate Bonds

Issuer	:	The Company
Place of issue	:	The PRC
Size of issue	:	Not more than RMB500 million
Method of issue	:	To be issued in one or multiple tranches
Par value and issue price	:	RMB100 each, issuing at par value
Target investors and placement arrangements to Shareholders	:	Non-public issuance to qualified investors as stipulated in the Administrative Measures for the Issue and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》) issued by the China Securities Regulatory Commission. It shall not be conducted through advertisement, public inducement or other disguised public manner. The number of target investors shall be no more than 200 per issue. The issuer's directors, supervisors, senior management and shareholders holding more than 5% of its shares may participate in the subscription and transfer of the Bond Issue
Maturity	:	Not more than 3 years in the form of either a uniform maturity date or a bond portfolio with several maturity dates
Coupon rate and determination method thereof	:	Fixed-rate bonds, and it is proposed that the EGM shall authorize the Board or the persons authorized by the Board to determine its coupon rate with the lead underwriter through negotiation in accordance to relevant requirements of the PRC based on market condition
Method of repayment of principal and payment of interest	:	The interests shall be paid on an annual basis and the principal shall be repaid together with the last payment of interest
Use of proceeds	:	Mainly used to settle bank loans, supplement the Company's liquidity and for other uses permitted by applicable laws and regulations. It is proposed that the EGM shall authorize the Board or the persons authorized by the Board to determine the specific use and proportion within the aforesaid scope, based on the capital needs of the Company and the debt structure of the Company

LETTER FROM THE BOARD

Method of underwriting	:	To be underwritten by the lead underwriter by way of standby commitment
Form of guarantee	:	An irrevocable joint liability guarantee will be provided by TEDA Investment Holdings Co., Ltd.
Transfer and listing of the bonds	:	Upon the completion of the Bond Issue, provided that the conditions for listing and transfer are fulfilled, the Company will apply to Shanghai Stock Exchange for listing and transfer
Term of validity	:	24 months from the date of passing the resolution at the EGM

3. Proposed authorization to any one of the executive Directors and other persons authorized by the Board to deal with matters relating to the Bond Issue

To ensure the smooth issuance of the Domestic Corporate Bonds, the Company will propose to seek the Shareholders' approval at the EGM for the authorization to any one of the executive Directors and other persons authorized by the Board to deal with, at its absolute discretion, all matters relating to the Bond Issue within the scope of the relevant laws and regulations, including but not limited to the following:

- (a) to the extent permitted by laws and regulations and based on the principle of maximizing the interests of the Company, according to the specific conditions of the Company and the market, to formulate the specific plan for the issue of corporate bonds within the cap of not more than RMB500 million, and to amend and adjust the terms of issue of the corporate bonds, including but not limited to the specific size of issue, number of tranches and manner of tranches, maturity, coupon rate or determination method thereof, timing of issue, the availability of terms for resale and redemption, period and method of repayment of principal and payment of interests, specific placing arrangement and all other matters relating to the terms of issue;
- (b) to decide and engage intermediaries for the Bond Issue, to sign relevant agreements and sign all necessary legal documents relating to the issuance;
- (c) to select a trustee manager of bonds, sign a bond trusteeship management agreement and formulate rules of meeting of bondholders;
- (d) to deal with the issuance reporting procedures for the Bond Issue and, upon completion of the Bond Issue, deal with the listing and transfer and reporting procedures relating to the Bond Issue, including but not limited to formulating, approving, authorizing, signing, executing, amending and completing all necessary documents, contracts/agreements, arrangements (including but not limited to prospectus, underwriting agreement, bond trusteeship management agreement, various announcements and

LETTER FROM THE BOARD

other legal documents, etc.) relating to the Bond Issue, listing and transfer and reporting, and make appropriate disclosure of information in accordance with laws and regulations and other regulatory documents;

- (e) in the event of any changes in the policies governing the issue of corporate bonds or any changes in the market conditions, except for those matters that require a new poll by the general meeting under relevant laws, regulations and the Articles of Association, to authorize the Board to make corresponding adjustments to related matters of the Bond Issue, such as the specific plan for issue, pursuant to opinions of the regulatory departments;
- (f) in the event that the Company expects that it is unable to repay the principal and interests of the corporate bonds as scheduled, or the Company is unable to repay the principal and interests of the corporate bonds when they become due, to the extent permitted by laws and regulations and according to the specific conditions of the Company and the market, to make the following decisions and take corresponding measures:
 - (i) not to distribute profit to the Shareholders;
 - (ii) to suspend the implementation of capital expenditure projects such as material external investments, acquisitions and mergers;
 - (iii) to reduce or suspend the payment of salaries and bonuses of Directors and senior management;
 - (iv) not to transfer the main responsible persons to another post; and
- (g) to deal with other matters relating to the Bond Issue.

The authorization shall be valid from the date of passing the resolution at the EGM until the date on which all the above-mentioned authorized matters have been completed.

III. REASONS FOR AND BENEFITS OF THE BOND ISSUE

The Board is of the view that the Bond Issue will facilitate further improvement of the debt structure, broaden financing channels, meet capital needs, reduce financing costs for the Company, and address the Group's own situation and external market environment. The Board is of the view that related terms of the Bond Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IV. EGM AND ACTIONS TO BE TAKEN

A notice convening the EGM is set out on pages EGM-1 to EGM-5 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.tbtl.cn). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 17 October 2019 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

V. RECOMMENDATION

Having considered the reasons and benefits set out herein, the Directors are of the opinion that the terms of the Bond Issue are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Bond Issue and the related authorization thereof.

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*

Yang Weihong

Chairman

NOTICE OF EGM

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 “**EGM**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “**Company**”) will be held on Wednesday, 6 November 2019 at 9:30 a.m. 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 the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** each of the following proposed arrangements in respect of the issuance of domestic corporate bonds in the PRC (the “**Bond Issue**”) be and is hereby separately approved:

Issuer	:	The Company
Place of issue	:	The PRC
Size of issue	:	Not more than RMB500 million
Method of issue	:	To be issued in one or multiple tranches
Par value and issue price	:	RMB100 each, issuing at par value

* For identification purpose only

NOTICE OF EGM

Target investors and placement arrangements to Shareholders	:	Non-public issuance to qualified investors as stipulated in the Administrative Measures for the Issue and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》) issued by the China Securities Regulatory Commission. It shall not be conducted through advertisement, public inducement or other disguised public manner. The number of target investors shall be no more than 200 per issue. The issuer's directors, supervisors, senior management and shareholders holding more than 5% of its shares may participate in the subscription and transfer of the Bond Issue
Maturity	:	Not more than 3 years in the form of either a uniform maturity date or a bond portfolio with several maturity dates
Coupon rate and determination method thereof	:	Fixed-rate bonds, and it is proposed that the EGM shall authorize the board (the " Board ") of directors (the " Directors ") of the Company or the persons authorized by the Board to determine its coupon rate with the lead underwriter through negotiation in accordance to relevant requirements of the PRC based on market condition
Method of repayment of principal and payment of interest	:	The interests shall be paid on an annual basis and the principal shall be repaid together with the last payment of interest
Use of proceeds	:	Mainly used to settle bank loans, supplement the Company's liquidity and for other uses permitted by applicable laws and regulations. It is proposed that the EGM shall authorize the Board or the persons authorized by the Board to determine the specific use and proportion within the aforesaid scope, based on the capital needs of the Company and the debt structure of the Company
Method of underwriting	:	To be underwritten by the lead underwriter by way of standby commitment
Form of guarantee	:	An irrevocable joint liability guarantee will be provided by TEDA Investment Holdings Co., Ltd.
Transfer and listing of the bonds	:	Upon the completion of the Bond Issue, provided that the conditions for listing and transfer are fulfilled, the Company will apply to Shanghai Stock Exchange for listing and transfer

NOTICE OF EGM

Term of validity : 24 months from the date of passing the resolution at the EGM”

2. “**THAT** authorise any one of the executive Directors of the Company and other persons authorized by the Board to deal with at its absolute discretion, all matters relating to the Bond Issue within the scope of the relevant laws and regulations, which include but not limited to the following:
- (a) to the extent permitted by laws and regulations and based on the principle of maximizing the interests of the Company, according to the specific conditions of the Company and the market, to formulate the specific plan for the issue of corporate bonds within the cap of not more than RMB500 million, and to amend and adjust the terms of issue of the corporate bonds, including but not limited to the specific size of issue, number of tranches and manner of tranches, maturity, coupon rate or determination method thereof, timing of issue, the availability of terms for resale and redemption, period and method of repayment of principal and payment of interests, specific placing arrangement and all other matters relating to the terms of issue;
 - (b) to decide and engage intermediaries for the Bond Issue, to sign relevant agreements and sign all necessary legal documents relating to the issuance;
 - (c) to select a trustee manager of bonds, sign a bond trusteeship management agreement and formulate rules of meeting of bondholders;
 - (d) to deal with the issuance reporting procedures for the Bond Issue and, upon completion of the Bond Issue, deal with the listing and transfer and reporting procedures relating to the Bond Issue, including but not limited to formulating, approving, authorizing, signing, executing, amending and completing all necessary documents, contracts/agreements, arrangements (including but not limited to prospectus, underwriting agreement, bond trusteeship management agreement, various announcements and other legal documents, etc.) relating to the Bond Issue, listing and transfer and reporting, and make appropriate disclosure of information in accordance with laws and regulations and other regulatory documents;
 - (e) in the event of any changes in the policies governing the issue of corporate bonds or any changes in the market conditions, except for those matters that require a new poll by the general meeting under relevant laws, regulations and the Articles of Association, to authorize the Board to make corresponding adjustments to related matters of the Bond Issue, such as the specific plan for issue, pursuant to opinions of the regulatory departments;
 - (f) in the event that the Company expects that it is unable to repay the principal and interests of the corporate bonds as scheduled, or the Company is unable to repay the principal and interests of the corporate bonds when they become due, to the extent

NOTICE OF EGM

permitted by laws and regulations and according to the specific conditions of the Company and the market, to make the following decisions and take corresponding measures:

- (i) not to distribute profit to the Shareholders;
 - (ii) to suspend the implementation of capital expenditure projects such as material external investments, acquisitions and mergers;
 - (iii) to reduce or suspend the payment of salaries and bonuses of Directors and senior management;
 - (iv) not to transfer the main responsible persons to another post; and
- (g) to deal with other matters relating to the Bond Issue.

The authorization shall be valid from the date of passing the resolution at the EGM until the date on which all the above-mentioned authorized matters have been completed.”

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*

Yang Weihong

Chairman

Tianjin, the PRC
20 September 2019

Notes:

1. A member of the Company (“**Member**”) entitled to attend and vote at the EGM 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 EGM is enclosed herewith. In the case of joint holders of any domestic share(s) (“**Domestic Share(s)**”) or H share(s) (“**H Shares**”) of the Company (collectively, “**Share(s)**”), 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 EGM, 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 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 (“**Share Registrar**”), at 17M, 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 EGM 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 EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF EGM

3. The register of Members in Hong Kong will be closed from 6 October 2019 to 6 November 2019, both days inclusive, during which period no transfer of H Shares will be effected. For the identification of Members eligible to attend and vote at the EGM, 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 4 October 2019.
4. Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed reply slip for the EGM and return it, by hand or by post, to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 17 October 2019.
5. Whether or not holders of Domestic Shares of the Company intend to attend the EGM, 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 17 October 2019.

Capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 20 September 2019.

As at the date of this notice, the Board comprises of Mr. Yang Weihong as executive Director; Mr. Li Jian, Ms. Peng Bo, Mr. Yang Xiaoping and Mr. Zheng Yuying as non-executive Directors; and Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law, Mr. Peng Zuowen and Mr. Zhou Zisheng as independent non-executive Directors.

This notice, for which the Directors 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 announcement misleading.

This notice will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for 7 days from the date of its posting. This announcement will also be posted on the Company's website at www.tbtl.cn.

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