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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)**

## RESULTS OF ANNUAL GENERAL MEETING HELD ON 5 AUGUST 2015

The Annual General Meeting (“**AGM**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the “**Company**”) was held at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People’s Republic of China (the “**PRC**”) on Wednesday, 5 August 2015 at 9:30 a.m..

Reference is made to the circular (“**Circular**”) and notice of AGM (“**Notice**”) of the Company issued on 19 June 2015. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular and Notice.

The board (“**Board**”) of directors (“**Directors**”) of the Company is pleased to announce that all the resolutions as set out in the Notice were duly passed. The voting of all the resolutions as set out in the Notice was taken by poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
1.	To consider and approve the report of the Board for the year ended 31 December 2014.	276,068,800 (100%)	0 (0%)
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014.	276,068,800 (100%)	0 (0%)

<b>ORDINARY RESOLUTIONS</b>		<b>Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast</b>	
		<b>FOR</b>	<b>AGAINST</b>
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor's report for the year ended 31 December 2014.	276,068,800 (100%)	0 (0%)
4.	To consider and approve the distribution of a final dividend of RMB0.03 per Share as proposed by the Board to all the shareholders of the Company whose names appear on the register of members of the Company on 16 August 2015.	276,068,800 (100%)	0 (0%)
5.	To consider and approve the re-appointment of HLB Hodgson Impey Cheng Limited as the international auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix its remuneration.	276,068,800 (100%)	0 (0%)
6.	To consider and approve the appointment of CHW CPA Limited Liability Partnership* (中審華寅五洲會計師事務所(特殊普通合夥)) as the domestic auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix its remuneration.	276,068,800 (100%)	0 (0%)

SPECIAL RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
7.	<p>To grant a general mandate to issue, allot and deal with additional domestic shares of nominal value of RMB1.00 each in the share capital of the Company (the “<b>Domestic Shares</b>”) and/or overseas-listed foreign shares of nominal value of RMB1.00 each in the share capital of the Company (the “<b>H Shares</b>”), not exceeding 20% of the issued shares of that class as at the date of the resolution and authorize the Board to make corresponding amendments to the articles of association of the Company (the “<b>Articles</b>”) as it thinks fit so as to reflect the new capital structure upon the allotment and issuance of shares:</p> <p>“<b>THAT</b></p> <p>(A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited, the Articles and the applicable laws and regulations of the People’s Republic of China, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;</p> <p>(b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;</p>	276,068,800 (100%)	0 (0%)

SPECIAL RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
	<p>(c) the aggregate number of Domestic Shares and/or H Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the issued shares of that class as at the date of passing of this resolution; and</p> <p>(d) for the purposes of this resolution:</p> <p>“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or other applicable laws to be held; or</p> <p>(iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in a general meeting.</p> <p>(B) The Board be authorized to make corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”</p>		

As at the date of the AGM, the issued share capital of the Company was 354,312,000 shares of nominal value of RMB1.00 each, which was divided into 98,243,200 H Shares and 256,068,800 Domestic Shares. The total number of shares entitled to attend and vote in respect of the resolutions at the AGM was 354,312,000 shares. There were no restrictions on shareholders of the Company to cast votes on any of the resolutions at the AGM. Shareholders of the Company and authorized proxies holding an aggregate of 276,068,800 shares (representing approximately 77.92% of the total issued share capital of the Company) were present at the AGM.

All the resolutions, which were voted on by poll, were approved by the Shareholders. The H share registrar of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As more than half of the total number of votes held by the shareholders and authorized proxies who attended the AGM were cast in favour of the resolutions No.1 to 6 in the Notice, these resolutions were duly passed as ordinary resolutions.

As more than two-third of the total number of votes held by the shareholders and authorized proxies who attended the AGM were cast in favour of the resolution No.7 in the Notice, this resolution was duly passed as special resolution.

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  
5 August 2015

*As at the date of this announcement, the executive Director is Mr. Zhang Jian; the non-executive Directors are Mr. Xu Lifan, Mr. Cui Xuesong, Mr. Tse Ping and Mr. Yang Xiaoping; and the independent non-executive Directors are Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law, Mr. Mei Xingbao and Mr. Zhou Zisheng.*

*This announcement, 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 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.cn](http://www.tbtl.cn).*

*\* For identification purpose only*