
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*, 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 GRANT OF GENERAL MANDATE TO ISSUE SHARES
(2) PROPOSED CHANGE OF BUSINESS SCOPE AND
AMENDMENT TO THE ARTICLES OF THE COMPANY
(3) PROPOSED DECLARATION OF FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual 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 Wednesday, 11 May 2016 at 9:30 a.m. is set out on pages 7 to 10 of this circular.

A form of proxy for use at the Annual 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 Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 21 April 2016 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 Annual 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 Annual 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.

23 March 2016

* For identification purposes only

CHARACTERISTICS OF GEM

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 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 otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Wednesday, 11 May 2016 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 7 to 10 of this circular, or any adjournment thereof;
“Articles”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“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;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	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;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities of the GEM;
“General Mandate”	the mandate proposed to be brought at the AGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of each of the aggregated nominal and of Domestic Shares and H Shares in issue as at the date of the resolution;
“H Share(s)”	overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the GEM board of the Stock Exchange;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	21 March 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

* *For identification purposes only*

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	the Domestic Shares and the H Shares;
“Shareholders”	holder(s) of the Shares; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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. Zhang Jian (Chairman of the Board)

Non-executive Directors:
Mr. Xu Lifan
Mr. Cui Xuesong
Mr. Tse Ping
Mr. Yang Xiaoping

Independent non-executive Directors:
Mr. Cheng Xincheng
Mr. Mei Xingbao
Mr. Zhou Zisheng
Mr. Japhet Sebastian Law

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

Hong Kong share registrar and transfer office:
Computershare Hong Kong Investor
Services Limited
Rooms 1712-1716, 17/F
Hopewell Centre,
183 Queen's Road East
Wan Chai, Hong Kong

23 March 2016

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES
(2) PROPOSED CHANGE OF BUSINESS SCOPE AND
AMENDMENT TO THE ARTICLES OF THE COMPANY
(3) PROPOSED DECLARATION OF FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is, inter alia, to provide you with information regarding the resolutions to be proposed at the Annual General Meeting for (i) the grant of the General Mandate to the Directors; (ii) the change of business scope and amendment to the Articles of the Company; (iii) the declaration of final dividend; and to give you a notice of the Annual General Meeting and to seek your approval of these resolutions to be proposed thereat.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

To increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue new Shares, the Company proposes to obtain Shareholders' approval for the General Mandate to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares not exceeding 20% of the issued Shares of that class as at the date of the passing of the relevant resolution. Any exercise of the power by the Directors under the General Mandate shall be subject to the relevant requirements of the GEM Listing Rules, the Articles and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing of the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (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
- (iii) the revocation or variation of the authority given under the relevant resolution by a special resolution of the Company in general meeting.

As at the Latest Practicable Date, the Company had 354,312,000 Shares in issue, which comprised 256,068,800 Domestic Shares and 98,243,200 H Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 51,213,760 Domestic Shares and/or 19,648,640 H Shares on the basis that no further Shares will be issued by the Company prior to the Annual General Meeting.

3. PROPOSED CHANGE OF BUSINESS SCOPE AND AMENDMENT TO THE ARTICLES OF THE COMPANY

Subject to the approval of the Shareholders by a special resolution at the Annual General Meeting and approval by the relevant authority in the PRC, the Board proposes to change the business scope of the Company by adding cargo freight business and amend the Articles of the Company accordingly. Details and information relating to the amendment of the Articles are set out hereunder.

The Company proposes to amend the Articles regarding business scope by deleting the whole Article 17 and replacing it with the following text:

“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); cargo freight; warehousing and logistics, storehouse and venue rental services; operation and management of commodity market, 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,

LETTER FROM THE BOARD

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, chemical raw materials and products, petroleum products (excluding crude oil and refined oil), fuel oil, textile raw materials, chemical fertilizers and edible agricultural products; sale of aquatic products and motor vehicles (excluding cars); operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); acquisition of grain; import, wholesale and retail of pre-packed food and bulk food, dairy products (including infant formula milk powder); 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).”

The effect of amending Article 17 is to expand the business scope of the Company into new business segment.

The Articles is written in Chinese and the translation into English is for reference only. In case of inconsistency between the Chinese and English versions of the Articles, the Chinese version shall prevail.

4. PROPOSED DECLARATION OF FINAL DIVIDEND

As stated in the announcement issued by the Company dated 16 March 2016 relating to the annual results of the Company for the year ended 31 December 2015, the Board proposed the payment of a final dividend of RMB0.03 per Share to the Shareholders, which is subject to the Shareholders’ approval at the Annual General Meeting, and resolution will be put to the Shareholders for voting at the Annual General Meeting.

Final dividends payable for the Domestic Shares will be distributed and paid in RMB whereas final dividends for H Shares will be distributed in RMB and paid in Hong Kong dollars. The exchange rate will be calculated based on the average median exchange rate of RMB to Hong Kong dollars (RMB0.8376 to HK\$1.00) announced by the People’s Bank of China on the last continual five business days before the announcement of the final results (i.e. 9,10,11,14 and 15 March).

If the resolution for the proposed final dividend is passed at the Annual General Meeting, it is expected to be paid on or before 30 June 2016 to those shareholders whose names appear on the register of members of the Company on 23 May 2016. The register of members of H Shares will be closed from Tuesday, 17 May 2016 to Monday, 23 May 2016, both days inclusive in order to determine the Shareholders’ entitlements to the proposed final dividend, and registration of transfer of Shares will be suspended during the period. In order to be entitled to the proposed final dividend, holders of H Shares who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 16 May 2016.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 7 to 10 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the proposed amendment to the Articles, the grant of General Mandate and the re-appointment of auditors.

A form of proxy for use at the Annual 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 Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 21 April 2016 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 Annual 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 Annual 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.

6. RECOMMENDATION

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

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited (the “**Company**”) will be held on Wednesday, 11 May 2016 at 9:30 a.m. at the registered office of the Company at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC for the purpose of considering, and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “**Director(s)**”) of the Company (the “**Board**”) for the year ended 31 December 2015.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2015.
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 2015.
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 23 May 2016.
5. To consider and approve the re-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)) and HLB Hodgson Impey Cheng Limited as the PRC auditor and the international auditor of the Company respectively to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

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

To expand the existing business scope of the Company by adding cargo freight business.

To delete the existing Article 17 of the Articles in its entirety and replace it with 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); cargo freight; warehousing and logistics, storehouse and venue rental services; operation and management of commodity market, 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, chemical raw materials and products, petroleum products (excluding crude oil and refined oil), fuel oil, textile raw materials, chemical fertilizers and edible agricultural products; sale of aquatic products and motor vehicles (excluding cars); operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); acquisition of grain; import, wholesale and retail of pre-packed food and bulk food, dairy products (including infant formula milk powder); 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).”

7. 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 “**Domestic Shares**”) and/or overseas-listed foreign shares of nominal value of RMB1.00 each in the Share capital of the Company (the “**H Shares**”), 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 as it thinks fit so as to reflect the new capital structure upon the allotment and issuance of shares:

“**THAT**

- (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 PRC, the exercise by the Board during the

NOTICE OF ANNUAL GENERAL MEETING

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;

- (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;
- (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
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (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
 - (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in a general meeting.
- (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.”

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
23 March 2016

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NOTICE OF ANNUAL GENERAL MEETING

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 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 Meeting, and this notice 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 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 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 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 11 April 2016 to 11 May 2016, 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 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 8 April 2016.
- (iv) Whether or not holders of H Shares 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 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 21 April 2016.
- (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 21 April 2016.
- (vi) The proposed final dividend is expected to be paid on or before 30 June 2016 to those shareholders whose names appear on the register of members of the Company on 23 May 2016. The register of members of H Shares will be closed from Tuesday, 17 May 2016 to Monday, 23 May 2016, both days inclusive, in order to determine the Shareholders’ entitlements to the proposed final dividend, and registration of transfer of Shares will be suspended during the period. In order to be entitled to the proposed final dividend, holders of H Shares who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 16 May 2016.

NOTICE OF ANNUAL GENERAL MEETING

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 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.

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