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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)

DISCLOSEABLE TRANSACTION FINANCE LEASE ARRANGEMENT

FINANCE LEASE ARRANGEMENT

The Board announces that Teda Hang, a subsidiary of the Company, has entered into the Finance Lease Arrangement with Haileng Leasing pursuant to which Teda Hang agreed to sell the Leased Assets to Haileng Leasing at a total consideration of RMB37,500,000 and Teda Hang agreed to lease back the Leased Assets from Haileng Leasing for a term of three years.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Finance Lease Arrangement exceed 5% but less than 25%, the Finance Lease Arrangement and the transaction contemplated thereunder constitute a discloseable transaction and are subject to reporting and announcement requirements but exempt from shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

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FINANCE LEASE ARRANGEMENT

Date : 29 July 2016

Parties : Haileng Leasing as the lessor; and

Teda Hang, a subsidiary of the Company, as the lessee

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Haileng Leasing and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

- Subject matter : Teda Hang agreed to sell the Leased Assets to Haileng Leasing, the ownership of the Leased Assets will be transferred from Teda Hang to Haileng Leasing, and Teda Hang will lease back the Leased Assets from Haileng Leasing subject to the terms and conditions of the Finance Lease Arrangement.
- Leased Assets : The leased assets are certain machinery, equipment, facilities and vehicles belong to and for the operation and business of Teda Hang. The net asset value of the Leased Assets as at 29 February 2016 is approximately RMB55,500,000.
- Consideration : The consideration payable from Haileng Leasing to Teda Hang for transfer of ownership of the Leased Assets is RMB37,500,000 under the Asset Transfer Agreement.
- The consideration shall be paid by Haileng Leasing within 7 working days after the fulfillment of conditions including, among other things, the Asset Transfer Agreement being entered into and take effect, Teda Hang has bought insurance for the Leased Assets with Haileng Leasing as the sole beneficiary under the insurance, Teda Hang has provided to Haileng Leasing the ownership and title documents and other related documents of the Leased Assets, payment notice, acceptance of Leased Assets and other documents as required by Haileng Leasing.
- Lease period : 3 years commencing from the date when Haileng Leasing makes full payment to Teda Hang for the transfer of ownership of the Leased Assets ("**Lease Commencement Date**").
- Lease payments and other fees : The principal under the Finance Lease Agreement is RMB37,500,000, which is the same as the consideration under the Asset Transfer Agreement.

The aggregate lease consideration payable under the Finance Lease Agreement shall be RMB41,982,229.92, which will be payable in 12 instalments during the lease period in accordance with the payment schedule under the Finance Lease Agreement.

The reference annual interest for the purpose of the Finance Lease Agreement is the RMB benchmark lending rate announced by the People's Bank of China for 1 to 3 years increased by 50%, the floating interest rate was 7.125%, subject to adjustments (if any) once on every month during the lease period in the event that the People's Bank of China adjusts the benchmark lending rate.

(i) A one-off non-refundable consultation service fee of RMB1,125,000 and (ii) a security deposit of RMB3,750,000, being 10% of the principal under the Finance Lease Agreement, shall be payable by Teda Hang to Haileng Leasing upon execution of the Finance Lease Agreement. The security deposit will be set-off from the payment for consideration to be made by Haileng Leasing to Teda Hang under the Asset Transfer Agreement.

Teda Hang shall at its own costs buy insurance for the Leased Assets with Haileng Leasing as the sole beneficiary, the insured amount shall not be lower than 110% of the value of the Leased Assets, the insurance shall be valid from the Lease Commencement Date until the completion of the Finance Lease Agreement.

The considerations under the Asset Transfer Agreement and the Finance Lease Agreement respectively were determined after arm's length negotiation between Teda Hang and Haileng Leasing with reference to the prevailing market rates for finance leases of comparable assets.

Ownership of the Leased Assets during the lease period : The ownership of the Leased Assets shall vest in Haileng Leasing during the lease period.

- Buyback option : After the expiry term of the Finance Lease Agreement and subject to the full payment of all rental and relevant payables under the Finance Lease Agreement, Teda Hang shall have the option to acquire the ownership of the Leased Assets from Haileng Leasing at amount of RMB1,000.
- Guarantee : the Company entered into a guarantee as a guarantor in favour of Haileng Leasing to guarantee all payment obligations of Teda Hang under the Finance Lease Agreement, the guarantee shall be valid and effective up to two years after the completion of the performance under the Finance Lease Agreement.

REASONS FOR AND BENEFITS OF ENTERING INTO THE FINANCE LEASE ARRANGEMENT

The Directors consider that the Finance Lease Arrangement will further increase the financing channels of Teda Hang, supplement its working capital and support its business development without material impact on the actual production or operation of Teda Hang and the Company, which will in turn benefit the Company as a whole.

The Finance Lease Arrangement has been entered into in the ordinary and usual course of business of the Group, and the Directors consider that the terms of the transactions contemplated under the Finance Lease Arrangement are fair and reasonable and in the interests of the Company and its shareholders as whole.

GEM LISTING RULES IMPLICATIONS

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GENERAL

Information on the Company

The Company together with its subsidiaries is principally engaged in the provision of comprehensive logistics services, mainly in the areas of supply chain solutions and materials procurement businesses and related services.

Information on Haileng Leasing

Haileng Finance Leasing Company Limited* (海冷融資租賃有限公司), a company established in the PRC, which is principally engaged in the provision of finance leasing business, leasing business, purchasing leased assets at foreign markets, disposal of impairment and maintenance of leased assets, consulting and guarantee of the leasing transaction and commercial factoring business in relation to the main businesses.

Information on Teda Hang

Teda Hang a company established in the PRC, its registered capital is owned as to 60% by the Company, 25% by Toyota Tsusho (China) Co. Ltd. and 15% by Kamigumi (Hong Kong) Company Limited. Teda Hang is a subsidiary of the Company under Rule 1.01 of the GEM Listing Rules and is accounted for as an associated company in the Company's audited consolidated accounts.

The scope of business of Teda Hang is as follows:

Cold storage and general warehousing services (except hazardous chemicals); customs inspections; domestic freight forwarding; international freight forwarding (sea, land and air); venue rental service; freight station (field) and container yard business, and logistics management services. (the services mentioned above that are regulated under the administrative permit system shall only be operated after obtaining relevant permits and within the period of permits, while those regulated by the state under special franchise systems shall be operated in compliance with applicable regulations.)

DEFINITIONS

“Asset Transfer Agreement”	the asset transfer agreement in relation to the finance leasing transaction entered into between Haileng Leasing and Teda Hang dated 29 July 2016, pursuant to which Teda Hang shall sell the Leased Assets to Haileng Leasing
“Board”	the board of Directors
“Company”	Tianjin Binhai Teda Logistics (Group) Corporation Limited* a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are listed on the GEM (Stock code: 8348)
“Directors”	the directors of the Company
“Finance Lease Agreement”	the finance lease agreement dated 29 July 2016 entered into between Haileng Leasing and Teda Hang, pursuant to which Teda Hang shall lease back the Leased Assets from Haileng Leasing

“Finance Lease Arrangement”	the finance lease arrangement made between Haileng Leasing and Teda Hang through entering into the Finance Lease Agreement and the Asset Transfer Agreement
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Haileng Leasing”	Haileng Finance Leasing Company Limited* (海冷融資租賃有限公司), a company established in the PRC.
“Leased Assets”	certain machinery, equipment, facilities and vehicles belong to and for the operation and business of Teda Hang
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Teda Hang”	Teda Hang Cold Chain Logistic Company Limited (泰達行(天津)冷鏈物流有限公司), a company established in Dongjiang Company Bonded Free Port, Tianjin, PRC with limited liability, it is owned by as to 60% by the Company, 25% by Toyota Tsusho (China) Co., Ltd. (豐田通商(中國)有限公司) and 15% by Kamigumi (Hong Kong) Company Limited (上組(香港)有限公司)

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 July 2016

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

** for identification purpose only*