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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 AGREEMENT**

FINANCE LEASE AGREEMENT

The Board announces that on 8 November 2016, TBW, a subsidiary of the Company, has entered into the Financial Lease Agreement with Huayun Leasing pursuant to which TBW agreed to sell the Leased Assets to Huayun Leasing at a total consideration of RMB91,000,000 and Huayun Leasing agreed to lease back the Leased Assets from TBW for a term of three years.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Financial Lease Agreement exceeds 5% but less than 25%, the Financial Lease Agreement 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 AGREEMENT

Date : 8 November 2016

Parties : Huayun Leasing as the lessor; and

TBW, a subsidiary of the Company, as the lessee

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

Leased Assets : The leased assets are certain properties and facilities which belong to and for the operation and business of TBW. The net asset value of the Leased Assets as at 30 June 2016 is approximately RMB109,436,000.

Subject matter : TBW agreed to sell the Leased Assets to Huayun Leasing, the ownership of the Leased Assets will be transferred from TBW to Huayun Leasing, and TBW will lease back the Leased Assets from Huayun Leasing subject to the terms and conditions of the Financial Lease Agreement.

Consideration : The consideration payable from Huayun Leasing to TBW for transfer of ownership of the Leased Assets is RMB91,000,000.

The consideration shall be paid by Huayun Leasing within 5 working days after the fulfillment of conditions including, among other things, Huayun Leasing having received from TBW the relevant documents and information including the executed Finance Lease Agreement and guarantee or other legal documents related thereto, documents evidencing registration of the guarantee, documents proving the title of Huayun Leasing regarding the Leased Assets, payment notice, acceptance notice of the Leased Assets and other documents as required by Huayun Leasing.

Lease period : 3 years commencing from 15 November 2016

Lease payments and other fees : The principal is RMB91,000,000, which is the same as the consideration.

The aggregate lease consideration payable shall be approximately RMB98,829,000, 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 rate for the purpose of the Finance Lease Agreement is 5.225%, which is the RMB benchmark lending rate announced by the People's Bank of China for 3 years for the same period raised by 10%.

(i) A one-off non-refundable consultation service fee of RMB2,780,000 shall be payable by TBW to Huayun Leasing within 5 working days after the execution of the consultation service agreement by Huayun Leasing and TBW and (ii) a security payment of RMB2,730,000 shall be payable by TBW to Huayun Leasing on the day when TBW receives the consideration from Huayun Leasing.

The amounts payable under the Finance Lease Agreement were determined after arm's length negotiation between TBW and Huayun 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 Huayun 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, TBW shall have the option to acquire the ownership of the Leased Assets from Huayun Leasing at amount of RMB1.
- Mortgage : TBW entered into a mortgage as mortgagor in favor of Huayun Leasing to guarantee the principal payment under the Finance Lease Agreement, the mortgage shall be valid and effective until TBW satisfied all of its payment obligations under the Finance Lease Agreement. The mortgaged assets are certain properties and facilities of TBW.
- Guarantee : The Company entered into a guarantee as a guarantor in favour of Huayun Leasing, and it unconditionally and irrevocably guarantees all payment obligations of TBW 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 AGREEMENT

The Directors consider that the Finance Lease Agreement will further diversify the Company's financing channels, especially middle to long term financing channels, and the consideration received will be used to supplement the Company's working capital and support its business development without material impact on the actual production or operation of TBW and the Company, which will in turn benefit the Group as a whole by satisfying its demand for funds and improving its financing structure.

The Financial Lease Agreement 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 Financial Lease Agreement are fair and reasonable and in the interests of the Company and its shareholders as whole.

GEM LISTING RULES IMPLICATIONS

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INFORMATION ON THE GROUP AND HUAYUN LEASING

The principal businesses of the Group are supply chain and logistics services for finished automobiles and components, supply chain and logistics services for electronic components, materials procurement and related logistics services, bonded warehouse services, container stack yard services, and other services such as supervision, agency and transportation services.

TBW is a company established in the PRC and has a registered capital of RMB80,000,000, its registered capital is owned as to 100% by the Company. TBW is principally engaged in warehouse operations and logistics services.

Huayun Finance Leasing Company Limited* (華運金融租賃股份有限公司), a company established in PRC as a non-banking financial institution regulated by the CBRC and has a registered capital of RMB1,000,000,000. It is principally engaged in the provision of sale-and-lease bank arrangements, direct lease and operating lease business.

DEFINITIONS

“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 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 8 November 2016 entered into between Huayun Leasing and TBW, pursuant to which TBW shall sell the Leased Assets to Huayun Leasing and lease back the Leased Assets from Huayun Leasing

“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 together with its subsidiaries
“Huayun Leasing”	Huayun Finance Leasing Company Limited* (華運金融租賃股份有限公司), a company established in the PRC
“Leased Assets”	certain properties and facilities which belong to and for the operation and business of TBW
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TBW”	TEDA General Bonded Warehouse Company Limited* (天津開發區泰達公共保稅倉有限公司), a company established in PRC with limited liability and a direct wholly-owned subsidiary of the Company

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

8 November 2016

As at the date of this announcement, the Board of Directors comprises of Mr. Zhang Jian as executive Director; Mr. Cui Xuesong, Mr. Xu Lifan, Mr. Tse Ping and Mr. Yang Xiaoping as non-executive Directors; and 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 collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited for the purpose of giving the 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com 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.

** For identification purpose only*