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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)

**CONTINUING CONNECTED TRANSACTIONS
PURSUANT TO RULE 20.58 OF THE GEM LISTING RULES**

This announcement is made by the Company pursuant to Rule 20.58 of the GEM Listing Rules.

The Board has been informed by Chia Tai Logistics that it proposed to acquire 40% of the equity interest in Teda Hang, a non wholly-owned subsidiary of the Company. Upon completion of the Transfer on 5 January 2017, Chia Tai Logistics will hold 40% equity interest in Teda Hang and will become a controlling shareholder of Teda Hang. Chia Tai Logistics is a company entirely owned and controlled by Mr. Tse Ping, a non-executive Director and a connected person of the Company. Therefore, Teda Hang will become a connected subsidiary of the Company under the GEM Listing Rules.

As a result of the completion of the Transfer, the Guarantees entered into by the Company, which were continuing transactions of the Company, have become continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

Pursuant to Rule 20.58 of the GEM Listing Rules, the Company is required to comply with the applicable reporting and disclosure requirements under Chapter 20 of the GEM Listing Rules regarding the Guarantees. The Company will comply in full with all applicable reporting, disclosure and, if applicable, independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules upon any variation or renewal of the Guarantees.

BACKGROUND

References are made to the Company's announcements dated 21 March 2014 and 29 July 2016.

The Board has been informed by Chia Tai Logistics that it proposed to acquire 40% of the equity interest in Teda Hang, a non wholly-owned subsidiary of the Company. Upon completion of the Transfer on 5 January 2017, Chia Tai Logistics will hold 40% equity interest in Teda Hang and will

become a controlling shareholder of Teda Hang. Chia Tai Logistics is a company entirely owned and controlled by Mr. Tse Ping, a non-executive Director and a connected person of the Company. Therefore, Teda Hang will become a connected subsidiary of the Company under the GEM Listing Rules.

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In compliance with Rule 20.58 of the GEM Listing Rules, the principal terms of the Guarantees are summarized as follows:

ASIAN DEVELOPMENT BANK GUARANTEE

Date : 15 October 2012

Parties : The Company; and
Asian Development Bank

Term : From 15 October 2012 till 14 October 2022

Guaranteed obligations : The Company has agreed to irrevocably and unconditionally (a) guarantee to Asian Development Bank punctual performance by Teda Hang of all its obligations under the loan facilities dated 15 October 2012 in the aggregate principal amount of RMB150 million extended to it by the Asian Development Bank; (b) undertake with Asian Development Bank that whenever Teda Hang does not pay any amount when due under or in connection with any finance document, the Company shall immediately on demand pay that amount as if it was the principal obligor; and (c) undertake with Asian Development Bank that if any amount which would otherwise be claimed by Asian Development Bank above is not recoverable thereunder on the basis of a guarantee, the Company shall indemnify Asian Development Bank immediately on demand against any cost, loss or liability which Asian Development Bank may incur or suffer as a result of Teda Hang not paying any amount when it would have been due under or in connection with any finance document.

The amount payable by the Company in (c) shall not exceed the amount it would have had to pay under (a) and (b) if the amount claimed had been recoverable on the basis of a guarantee.

Guarantee fee : Nil

CHINA EXPORT-IMPORT BANK GUARANTEE

- Date : 7 December 2012
- Parties : The Company; and
China Export-Import Bank* (中國進出口銀行)
- Term : From 7 December 2012 till two years after the completion of the performance under the loan agreement dated 7 December 2012, entered into between China Export-Import Bank and Teda Hang, by which China Export-Import Bank extended loan facilities to Teda Hang in relation to the construction of international logistics infrastructure in the aggregate principal amount of RMB200,000,000 which has a term of 120 months (“**China Export-Import Bank Facility**”).
- Guaranteed obligations : The Company has agreed to, during the effective period, irrevocably and unconditionally guarantee all payment obligations of Teda Hang under the China Export-Import Bank Facility.

Guarantee fee : Nil

HAILENG LEASING GUARANTEE

- Date : 29 July 2016
- Parties : The Company; and
Haileng Leasing
- Term : From 29 July 2016 till two years after the completion of the performance under the finance lease agreement entered into between Haileng Leasing and Teda Hang, pursuant to which Teda Hang shall lease certain machinery, equipment, facilities and vehicles from Haileng Leasing for its operation and business (“**Finance Lease Agreement**”). Pursuant to the Finance Lease Agreement, the principal amount under the Finance Lease Agreement is RMB37,500,000, the lease period shall be 3 years commencing from the date when Haileng Leasing makes full payment to Teda Hang.
- Guaranteed obligations : The Company has agreed to, during the effective period, irrevocably and unconditionally guarantee all payment obligations of Teda Hang under the Finance Lease Agreement.

Guarantee fee : Nil

REASONS FOR AND BENEFITS OF ENTERING INTO THE GUARANTEES

The purpose of the Guarantees are to enable Teda Hang to obtain certain loans and credit facilities which are required to meet its funding needs, for the construction of infrastructures in relation to the cold storage project. The project has been in operation since 2013, and the business has been running smoothly. In view of the development prospects of the cold chain industry, Teda Hang's qualification for operations and its assets, the Company is of the view that the risks arising from such transaction can be controlled.

So far as the Directors are aware, up to the date of this announcement, Teda Hang had not defaulted on any of its borrowings for which the Company has provided guarantee.

The Guarantees had 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 Guarantees are fair and reasonable and in the interests of the Company and its shareholders as whole.

GEM LISTING RULES IMPLICATIONS

Upon completion of the Transfer on 5 January 2017, Chia Tai Logistics will hold 40% equity interest in Teda Hang and will become a controlling shareholder of Teda Hang. Chia Tai Logistics is a company entirely owned and controlled by Mr. Tse Ping, a non-executive Director and a connected person of the Company. Therefore, Teda Hang will become a connected subsidiary of the Company under the GEM Listing Rules.

As a result of the completion of the Transfer, the Guarantees entered into by the Company, which were continuing transactions of the Company, have become continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

Pursuant to Rule 20.58 of the GEM Listing Rules, the Company is required to comply with the applicable reporting and disclosure requirements under Chapter 20 of the GEM Listing Rules regarding the Guarantees. The Company will comply in full with all applicable reporting, disclosure and, if applicable, independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules upon any variation or renewal of the Guarantees.

INFORMATION ON THE GROUP AND TEDA HANG

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, and bonded warehouse services, container stack yard service and other services such as supervision, agency and transportation services.

Teda Hang is a company established in the PRC and has a registered capital of RMB200,000,000, its registered capital is owned as to 60% by the Company and 40% by Chia Tai Logistics. Teda Hang's scope of business 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

“Asian Development Bank Guarantee”	the guarantee dated 15 October 2012 entered into between the Company and Asian Development Bank
“Board”	the board of Directors
“Chia Tai Logistics”	Chia Tai Logistics Company Limited* (正大物流有限公司), a company incorporated in Hong Kong with limited liability, a company entirely owned and controlled by Mr. Tse Ping, a non-executive Director
“China Export-Import Bank Guarantee”	the guarantee dated 7 December 2012 entered into between the Company and China Export-Import Bank
“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)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Directors”	the directors of the Company
“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
“Guarantees”	the Asian Development Bank Guarantee, China Export-Import Bank Guarantee and Haileng Leasing Guarantee

“Haileng Leasing”	Haileng Finance Leasing Company Limited* (海冷融資租賃有限公司), a company established in the PRC with limited liability
“Haileng Leasing Guarantee”	the guarantee dated 29 July 2016 entered into between the Company and Haileng Leasing
“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 Logistics 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 and owned as to 60% by the Company and 40% by Chia Tai Logistics upon completion of the Transfer
“Transfer”	the transfer of 25% and 15% equity interest in Teda Hang held by Toyota Tsusho (China) Co.,Ltd. (豐田通商(中國)有限公司) and Kamigumi (Hong Kong) Company Limited (上組(香港)有限公司) respectively to Chia Tai Logistics pursuant to an agreement dated 8 November 2016

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 January 2017

As at the date of this announcement, the Board of Directors comprises of Mr. Zhang Jian as executive Director; Mr. Cui Xuesong, Mr. Zhang Wang, Mr. Tse Ping and Mr. Yang Xiaoping as non-executive Directors; and Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law 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*