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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 28 April 2017, the Company and Bonded Warehouse (a subsidiary of the Company), being the Lessees, have entered into the Finance Lease Agreement with Tianyin Leasing pursuant to which Bonded Warehouse agreed to sell the Leased Assets to Tianyin Leasing at a total consideration of RMB55,000,000, and the Lessees agreed to lease back the Leased Assets from Tianyin Leasing 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 : 28 April 2017

* *For identification purposes only*

Parties : Tianyin Leasing as the lessor; and
the Company and Bonded Warehouse, a subsidiary of the Company, as lessees

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

Leased Assets : The leased assets are certain logistics equipment and supporting facilities which belong to and for the operation and business of Bonded Warehouse. The net asset value of the Leased Assets as at 31 December 2016 is approximately RMB55,030,000.

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

Consideration : The consideration payable from Tianyin Leasing to Bonded Warehouse for transfer of ownership of the Leased Assets is RMB55,000,000.

After the fulfillment of the following conditions, within 30 Business Days following issue of the payment notice and the debit notice by the Lessees, Tianyin Leasing shall pay the consideration of RMB55,000,000 to the Lessees:

1. Tianyin Leasing and the Lessees have executed the Finance Lease Agreement and all other relevant agreements, which have become effective;
2. the Lessees have provided the original sale and purchase agreement, invoice, insurance certificate and other title documents for the Leased Assets to Tianyin Leasing;
3. the Lessees have provided a valid valuation report of the Leased Assets to Tianyin Leasing;

4. the Lessees have provided relevant approval documents to approve the Finance Lease Agreement and the transactions contemplated thereunder to Tianyin Leasing including but not limited to the approval by governmental authorities, shareholders' resolutions, and board minutes;
5. the warranties given by the Lessees under the Finance Lease Agreement are true, complete and not misleading in all material aspects;
6. Tianyin Leasing has received the payment notice and debit notice from the Lessees;
7. all relevant procedures under the Finance Lease Agreements have been completed; and
8. Tianyin Leasing has received the document for transfer of title of the Leased Assets and the acceptance notice of the Leased Assets.

Lease Period : 3 years commencing from 30 April 2017

Lease payments and other fees : The principal is RMB55,000,000, which is the same as the consideration.

The aggregate lease consideration payable shall be approximately RMB60,137,099, which comprises of (i) the amount of the principal of RMB55,000,000; and (ii) the lease interest of approximately RMB5,137,099, which will be payable in 6 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%.

A one-off non-refundable business cooperation fee of RMB1,196,250 shall be payable by Bonded Warehouse to Tianyin Leasing within 1 working day after the execution of the business cooperation agreement by Tianyin Leasing, the Company and Bonded Warehouse.

The amounts payable under the Finance Lease Agreement were determined after arm's length negotiation between Bonded Warehouse and Tianyin Leasing with reference to the net asset value of the Leased Assets as at 31 December 2016 and the prevailing market rates for finance leases of comparable assets.

The Lessees shall pay a risk deposit of RMB1,650,000 to Tianyin Leasing on the day the Lessees receive the consideration from Tianyin Leasing. Upon expiry of the Lease Period, the risk deposit shall be used to set-off the last instalment, or if the Lessees pay the aggregate lease consideration and other payable fees in full, Tianyin Leasing will return the risk deposit to the Lessees within 10 working days.

- Ownership of the Leased Assets during the lease period : The title of the Leased Assets shall be transferred from Bonded Warehouse to Tianyin Leasing on the date of payment of consideration by Tianyin Leasing to the Lessees. The ownership of the Leased Assets shall vest in Tianyin Leasing during the lease period.
- Repurchase price : After the expiry of the Finance Lease Agreement and subject to the full payment of all rental and relevant payables under the Finance Lease Agreement, the Lessees shall have the option to acquire the ownership of the Leased Assets from Tianyin Leasing at an amount of RMB100.
- Early termination : In the event that the Lessees decides on an early termination of the Finance Lease Agreement, it shall first seek a written consent from Tianyin Leasing and make the following payments in full to Tianyin Leasing: (i) all of the due and unpaid principal and interest as at the early termination date; (ii) all of the undue principal and interest as at the early termination date; (iii) an early termination fee equivalent to 1% of the outstanding principal; (iv) the repurchase price; and (iv) all other payables related thereto.
- Insurance : The Lessee shall purchase sufficient insurance in respect of the Leased Assets throughout the Lease Period.

Taking effect of the Finance Lease Agreement : The Finance Lease Agreement shall take effect upon signing by the parties thereto and subject to the fulfillment of the following conditions:

1. Tianyin Leasing has received the business cooperation fee in full;
2. the Lessees have provided the relevant shareholders' resolutions or board minutes to approve the transactions contemplated under the Finance Lease Agreement;
3. the finance lease regarding the Leased Assets has been registered in the registration system for finance lease of the People's Bank of China; and
4. the Lessees have purchased insurance for the Leased Assets.

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, in order to improve the Company's overall financial structure. 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 Bonded Warehouse 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

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.

INFORMATION ABOUT THE RELEVANT PARTIES

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.

Bonded Warehouse 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. Bonded Warehouse is principally engaged in warehouse operations and logistics services.

Tianyin Finance Leasing Company Limited* (天銀金融租賃有限公司) is a company established in PRC as a non-banking financial institution regulated by the China Banking Regulatory Commission and has a registered capital of RMB1,000,000,000. It is a wholly-owned subsidiary of Tianjin Bank* (天津銀行). It is principally engaged in the provision of sale-and-lease back arrangements, direct lease and operating lease business.

DEFINITIONS

“Board”	the board of Directors
“Bonded Warehouse”	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
“Business Days”	a day (other than public holiday or statutory holiday in the PRC) on which commercial banks are generally open for business in the PRC
“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 28 April 2017 entered into between Tianyin Leasing and Bonded Warehouse, pursuant to which Bonded Warehouse shall sell the Leased Assets to Tianyin Leasing and the Lessees shall lease back the Leased Assets from Tianyin 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
“Leased Assets”	certain logistics and supporting facilities which belong to and for the operation and business of Bonded Warehouse
“Lease Period”	a period of 3 years commencing from 30 April 2017
“Lessees”	the Company and Bonded Warehouse
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianyin Leasing”	Tianyin Finance Leasing Company Limited* (天銀金融租賃有限公司), a company established in the PRC

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
28 April 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.