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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)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcement of the Company dated 23 November 2010 and the circular of the Company dated 29 November 2010 in relation to certain continuing connected transactions between the Group and Toyota Group.

On 23 November 2010, Tianjin Fengtian Logistics (a non-wholly owned subsidiary of the Company) and Toyota Tsusho entered into the Logistic Service Agreement relating to the provision of logistics services and supply chain solutions for automobiles and car components by the Group to Toyota Group. The transactions under the Logistic Service Agreement are regarded as non-exempt continuing connected transactions pursuant to the GEM Listing Rules.

The Logistic Service Agreement will expire on 31 December 2013. The Board is pleased to announce that on 4 September 2013, Tianjin Fengtian Logistics and Toyota Tsusho entered into the Supplemental Agreement pursuant to which Tianjin Fengtian Logistics and Toyota Tsusho have conditionally agreed to, upon the expiry of the initial term of the Logistic Service Agreement, to renew the transactions under the Logistic Service Agreement for a further term of three years from 1 January 2014 until 31 December 2016 on same terms and conditions of the Logistic Service Agreement.

Toyota Tsusho, which holds approximately 36.2% equity interest in Tianjin Fengtian Logistics, a non-wholly owned subsidiary of the Company, is a substantial shareholder of Tianjin Fengtian Logistics and thus, a connected person of the Company as defined under the GEM Listing Rules. Despite the applicable ratios (as defined under Rule 19.07 of the GEM Listing Rules) being less than 25%, the proposed annual caps exceed HK\$10,000,000 and, therefore, they constitute non-exempt continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules, which are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. Accordingly, the Company makes this announcement in accordance with Chapter 20 of the GEM Listing Rules.

* For identification purposes only

The Independent Board Committee, comprising all the independent non-executive Directors, will be established to advise the independent Shareholders on the Continuing Connected Transactions. An independent financial adviser will be appointed to advise the Independent Board Committee and the independent Shareholders on the same matter.

A circular containing, among other things, details of the Continuing Connected Transactions, the recommendations from the Independent Board Committee to the independent Shareholders and the letter of advice from the independent financial adviser to the Independent Board Committee and independent Shareholders in relation to the Continuing Connected Transactions together with a notice of the EGM will be despatched to the Shareholders on or before 27 September 2013 in accordance with the requirements under the GEM Listing Rules.

THE LOGISTIC SERVICE AGREEMENT AS SUPPLEMENTED AND AMENDED BY THE SUPPLEMENTAL AGREEMENT

Reference is made to the announcement of the Company dated 23 November 2010 and the circular of the Company dated 29 November 2010 in relation to certain continuing connected transactions between the Group and Toyota Group.

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The principal terms of the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement are summarized below:

Parties	:	(1) Tianjin Fengtian Logistics (2) Toyota Tsusho
Term	:	3 years commencing from 1 January 2014 until 31 December 2016, subject to any early termination pursuant to the terms of the Logistic Service Agreement, and renewable upon expiry as agreed by the parties.

Nature	:	The Group will offer logistics services and supply chain solutions for automobiles and car components to Toyota Group.
Conditions precedent	:	The Supplemental Agreement and the transactions contemplated thereunder are conditional upon the obtaining of the approval of the independent Shareholders.
Pricing basis	:	The service fees payable by Toyota Group to the Group will be determined by reference to the services specified by Toyota Group, including without limitation, the nature and quantities of goods to be delivered and handled, the time and human resources required, the distance of freight forwarding services and the complexity of the logistics and supply chain solutions (such as processing and packaging cost and fees for customs clearance, where applicable), on normal commercial terms which are no more favourable to Toyota Group than those available to independent third parties.
Proposed annual monetary caps for the three years ending 31 December 2016	:	The proposed annual monetary caps for the three years ending 31 December 2016 are determined based on the Logistic Service Agreement and taking into account the historical figures for the provision of the services to Toyota Group, the anticipated growth in demand in the automobiles and car components industry, the yearly production plan of Toyota Group and expected inflation in the PRC plus a buffer for the unexpected additional logistics and supply chain solution services to be demanded by Toyota Group. Thus, the Board anticipates that the maximum aggregate annual value will not exceed the following caps:

	Year ended 31 December		
	2014	2015	2016
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Logistics services and supply chain solutions for automobiles and car components	<u>91,000</u>	<u>99,900</u>	<u>109,900</u>

Historical transaction amounts : The service fees paid by Toyota Group to the Group in respect for the two years ending 31 December 2012 and for the six months ending 30 June 2013 are as follows:

	Audited historical amount from 1 January to 31 December 2011 <i>RMB'000</i>	Audited historical amount from 1 January to 31 December 2012 <i>RMB'000</i>	Unaudited historical amount from 1 January to 30 June 2013 <i>RMB'000</i>
Logistics services and supply chain solutions for automobiles and car components	<u>84,915</u>	<u>88,048</u>	<u>41,687</u>

Reasons for and Benefits of the Continuing Connected Transactions

The Company considers that the Continuing Connected Transactions are important to the long-term business relationship between the Group and Toyota Group and are one major source of income of the Group. Toyota Group have been paying the Group in accordance with the terms of invoice issued by the Group to Toyota Group.

Except for Mr. Zhang Jian, who is also a director of Tianjin Fengtian Logistics, none of the Directors have any material interest in the Supplemental Agreement. Mr. Zhang Jian has abstained from voting in the Board meeting approving the Supplemental Agreement.

The Directors, (excluding the independent non-executive Directors, being members of the Independent Board Committee, whose view will be given in the circular to be despatched to the Shareholders after taking into account the advice of the independent financial adviser), are of the view that the Continuing Connected Transactions are conducted in the ordinary and normal course of business of the Group and are on normal commercial terms arrived after arm's length negotiation between the relevant parties, which together with the relevant proposed annual caps as set out above are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

Toyota Tsusho, which holds approximately 36.2% equity interest in Tianjin Fengtian Logistics, a non-wholly owned subsidiary of the Company, is a substantial shareholder of Tianjin Fengtian Logistics and thus, a connected person of the Company as defined under the GEM Listing Rules. Despite the applicable ratios (as defined under Rule 19.07 of the GEM Listing Rules) being less than 25%, the proposed annual caps exceed HK\$10,000,000 and, therefore, they constitute non-exempt continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules, which are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The Independent Board Committee, comprising all the independent non-executive Directors, will be established to advise the independent Shareholders on the Continuing Connected Transactions. An independent financial advisor will be appointed to advise the Independent Board Committee and the independent Shareholders on the same matter.

A circular containing, among other things, details of the Continuing Connected Transactions, the recommendations from the Independent Board Committee to the independent Shareholders and the letter of advice from the independent financial advisor to the Independent Board Committee and independent Shareholders in relation to the Continuing Connected Transactions together with a notice of the EGM will be despatched to the Shareholders on or before 27 September 2013 in accordance with the requirements under the GEM Listing Rules.

INFORMATION ON THE GROUP

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.

INFORMATION ON TOYOTA TSUSHO

Toyota Group is one of the leading manufacturers in the automobiles and car components industry. It has established numerous trade operations, joint ventures and affiliates which engage in the manufacture and trading of automobiles and car components in the PRC. Toyota Tsusho has well established transportation network in Shanghai and Guangzhou.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	means the board of Directors
“Company”	means 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
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Continuing Connected Transactions”	means the transactions as contemplated between the Group and Toyota Group under the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement
“Director(s)”	means the director(s) of the Company
“Domestic Shares”	means 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
“EGM”	means the extraordinary general meeting to be convened and held to consider and approve, inter alia, the Continuing Connected Transactions and the proposed annual caps
“GEM”	means the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on the GEM
“Group”	means the Company together with its subsidiaries
“H shares”	means 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
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	means an independent committee of the Board comprising all the independent non-executive Directors, namely, Mr. Zhang Limin, Mr. Luo Yongtai, Mr. Liu Jingfu and Mr. Japhet Sebastian Law, to be established to advise the independent Shareholders on the Continuing Connected Transactions and the proposed annual caps

“Logistic Service Agreement”	means an agreement dated 23 November 2010 between the Company and Toyota Tsusho in relation to the provision of logistic services and supply chain solutions for automobiles and car components by the Group to Toyota Group for a term of three years until 31 December 2013
“PRC”	means the People’s Republic of China, which for purpose of this announcement, does not include, Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	means Renminbi, the lawful currency of the PRC
“Shareholder(s)”	means holder(s) of the Shares
“Shares”	means the Domestic Shares and the H shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Supplemental Agreement”	means the supplemental agreement dated 4 September 2013 between the Company and Toyota Tsusho to supplement and amend the Logistic Service Agreement in relation to the extension for a term of further three years from 1 January 2014 until 31 December 2016
“Tianjin Fengtian Logistics”	means Tianjin Fengtian Logistics Co., Ltd. (天津豐田物流有限公司), a sino-foreign equity joint venture incorporated in the PRC on 19 July 1996, which is owned as to 52% by the Company, 36.2% by Toyota Tsusho, 7.3% by Kamigumi Company Limited (日本株式會社上組) and 4.5% by Toyota Transportation Corporation (日本豐田輸送株式會社); and Tianjin Fengtian Logistics is a subsidiary of the Company under the GEM Listing Rules
“Toyota Group”	means Toyota Motor Corporation and its subsidiaries and associated companies (including Toyota Tsusho, but for the purpose of this announcement, excluding the members of the Group) from time to time, being one of the principal group of customers of the Group

“Toyota Tsusho”

means Toyota Tsusho Corporation (日本豐田通商株式會社), a company incorporated in Japan with limited liability whose common stock is listed on the first section of Tokyo Stock Exchange and Nagoya Stock Exchange, a shareholder of Tianjin Fengtian Logistics holding 36.2% of its entire registered capital. Toyota Tsusho is owned as to approximately 21.57% by Toyota Motor Corporation and its an associated company of Toyota Motor Corporation. Toyota Tsusho is therefore a member of the Toyota Group. Its principal business includes trading of metals, machinery and electronics products, automotive, energy and chemical products, produce and foodstuffs, consumer products, services and materials

“%”

means per cent

By order of the Board

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Zhang Jian

Chairman

Tianjin, the PRC

4 September 2013

As at the date of this announcement, the Board of Directors comprises of Mr. Zhang Jian as executive Director; Mr. Zhang Jun, Mr. Hu Jun, Mr. Tse Ping and Mr. Yang Xiaoping as non-executive Directors; and Mr. Zhang Limin, Mr. Liu Jingfu, Mr. Luo Yongtai and Mr. Japhet Sebastian Law 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.