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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)

CONNECTED TRANSACTIONS

FIRST SALE AND PURCHASE AGREEMENT

The Board announces that on 13 December 2013, the Company and Tianjin Beacon, a wholly-owned subsidiary of Teda Holdings, entered into the First Sale and Purchase Agreement, pursuant to which, the Company agreed to purchase and Tianjin Beacon agreed to sell the Paint for a consideration of RMB18,000,000 (equivalent to approximately HK\$22,833,946.47).

SECOND SALE AND PURCHASE AGREEMENT

The Board further announces that on 13 December 2013, the Company and TBID, a company owned as to 15% and 85% by Teda Holdings and Tianjin Beacon respectively, entered into the Second Sale and Purchase Agreement, pursuant to which, the Company agreed to sell and TBID agreed to purchase the Paint at a consideration of RMB18,432,000 (equivalent to approximately HK\$23,381,961.18).

LISTING RULES IMPLICATIONS

As at the date of this announcement, Teda Holdings holds approximately 42.45% of the issued share capital of the Company and is thus, a substantial shareholder of the Company. Whereas Tianjin Beacon is a wholly-owned subsidiary of Teda Holdings; and TBID is held as to approximately 15% and 85% by Teda Holdings and Tianjin Beacon respectively, both Tianjin Beacon and TBID are associates of Teda Holdings. Accordingly, Tianjin Beacon and TBID are both connected persons of the Company under Chapter 20 of the GEM Listing Rules, and transactions contemplated under each of the Sale and Purchase Agreements constitute connected transactions for the Company under Chapter 20 of the GEM Listing Rules.

* *For identification purposes only*

As some of the applicable percentage ratios calculated pursuant to Rule 20.32 of the GEM Listing Rules in respect of each of the Sale and Purchase Agreements exceed 0.1% but all are less than 5%, the transactions contemplated under each of the First Sale and Purchase Agreement and the Second Sale and Purchase Agreement are only subject to the reporting and announcement requirements and are exempted from the independent shareholders' approval under Chapter 20 of the GEM Listing Rules.

FIRST SALE AND PURCHASE AGREEMENT

Date: 13 December 2013

Parties

- (1) the Company
- (2) Tianjin Beacon

Terms

Pursuant to the First Sale and Purchase Agreement, the Company agreed to purchase and Tianjin Beacon agreed to sell the Paint of 1,125,000 kilograms in total at a total consideration of RMB18,000,000 (equivalent to approximately HK\$22,833,946.47).

The consideration shall be payable by way of a 6 months' bankers acceptance by the Company to Tianjin Beacon within 10 days after the First Sale and Purchase Agreement becomes effective.

The basis of consideration for the First Sale and Purchase Agreement has been arrived at with reference to the price of such kind of products, i.e. RMB 16/kilogram (please refer to HC Coating Network(慧聰塗料網) at <http://www.coatings.hc360.com/>), and after arm's length negotiation between the Company and Tianjin Beacon with reference to such fair market value of the Paint.

The Paint is manufactured by Tianjin Beacon.

SECOND SALE AND PURCHASE AGREEMENT

Date: 13 December 2013

Parties

- (1) TBID
- (2) the Company

Terms

Pursuant to the Second Sale and Purchase Agreement, the Company agreed to sell and TBID agreed to purchase the Paint of 1,125,000 kilograms in total at a total consideration of RMB18,432,000 (equivalent to approximately HK\$23,381,961.18).

The consideration shall be payable in cash by TBID to the Company within 6 calendar months of the effective date of the Second Sale and Purchase Agreement.

The basis of consideration for the Second Sale and Purchase Agreement has been arrived at with reference to the price of such kind of products, i.e. RMB 16/kilogram (please refer to HC Coating Network(慧聰塗料網) at <http://www.coatings.hc360.com/>) and after arm's length negotiation between the Company and TBID with reference to such fair market value of the Paint and the services provided by the Company. The unit price of the Paint is RMB16.384/kilogram, the premium over which is due to provision of services such as transportation and warehousing by the Company.

The Paint under the Second Sale and Purchase Agreement was sold to the Company at the original purchase cost of RMB18,000,000 (equivalent to approximately HK\$22,833,946.47) pursuant to the terms of the First Sale and Purchase Agreement as outlined in the section – “First Sale and Purchase Agreement” above. After provision of services such as transportation and warehousing by the Company, the Paint will be sold to TBID at the price of RMB18,432,000 (equivalent to approximately HK\$23,381,961.18).

The Paint

The Paint in both of the Sale and Purchase Agreements is alkyd paint.

Reasons for and benefits of entering into these Sale and Purchase Agreements

Through the provision of services such as transportation and warehousing, the Company will receive an income of RMB0.432 million, representing the premium on such services rendered to TBID.

The Board (including the independent non-executive Directors) considers that both the First Sale and Purchase Agreement and the Second Sale and Purchase Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Shareholders as a whole.

GENERAL

The Group is principally engaged in the provision of supply chain logistic services regarding transportation of finished automobiles and automobile components, electronic components, materials procurement and related logistic services and bonded warehouse services.

Tianjin Beacon is principally engaged in the manufacturing of paint, resin and pigments.

TBID is principally engaged in the sales of materials such as paint, resin and pigments.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Teda Holdings holds approximately 42.45% of the issued share capital of the Company and is thus, a substantial shareholder of the Company. Whereas Tianjin Beacon is a wholly-owned subsidiary of the Teda Holdings; and TBID is held as to approximately 15% and 85% by Teda Holdings and Tianjin Beacon respectively, both Tianjin Beacon and TBID are associates of Teda Holdings. Accordingly, Tianjin Beacon and TBID are both connected persons of the Company under Chapter 20 of the GEM Listing Rules, and transactions contemplated under each of the Sale and Purchase Agreements constitute connected transactions for the Company under Chapter 20 of the GEM Listing Rules.

As some of the applicable percentage ratios calculated pursuant to Rule 20.32 of the GEM Listing Rules in respect of each of the Sale and Purchase Agreements exceed 0.1% but all are less than 5%, the transactions contemplated under each of the First Sale and Purchase Agreement and the Second Sale and Purchase Agreement are only subject to the reporting and announcement requirements and are exempted from the independent shareholders' approval under Chapter 20 of the GEM Listing Rules.

COMPLIANCE

As at the date of this announcement, none of the Directors has any material interest in any of the transactions contemplated under each of the Sale and Purchase Agreements and, thus, none of the Directors was required to abstain from voting.

DEFINITIONS

Unless otherwise stated, the following words and phrases shall have the following meanings in this announcement:

“associate(s)” has the meaning ascribed to it under the GEM Listing Rules;

“Board” the board of Director(s);

“Company”	天津濱海泰達物流集團股份有限公司 (Tianjin Binhai Teda Logistics (Group) Corporation Limited*) (Stock code: 8348), a joint stock limited company incorporated in the PRC with limited liability;
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“First Sale and Purchase Agreement”	the sale and purchase agreement entered into between Tianjin Beacon and the Company on 13 December 2013, pursuant to which the Company agreed to purchase and Tianjin Beacon agreed to sell the Paint for a consideration of RMB18,000,000 (equivalent to approximately HK\$22,833,946.47);
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	Rules Governing the Listing of Securities on the GEM;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Paint”	1,125,000 kilograms of alkyd paint with the product reference number 159999999;
“PRC”	the People’s Republic of China;
“Sale and Purchase Agreements”	collectively, the First Sale and Purchase Agreement and the Second Sale and Purchase Agreement;
“Second Sale and Purchase Agreement”	the sale and purchase agreement entered into between the Company and TBID on 13 December 2013, pursuant to which TBID agreed to purchase and the Company agreed to sell the Paint for a consideration of RMB18,432,000 (equivalent to approximately HK\$23,381,961.18);
“Shareholder(s)”	the holders of shares of nominal value of RMB1.00 each in the share capital of the Company which are listed on GEM;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules;

“RMB”	Renminbi, the lawful currency of the PRC;
“TBID”	天津燈塔塗料工業發展有限公司 (Tianjin Beacon Industrial Development Co., Limited*), a company incorporated in the PRC with limited liability which is owned as to approximately 15% and 85% by Teda Holdings and Tianjin Beacon respectively;
“Teda Holdings”	天津泰達投資控股有限公司 (Tianjin Teda Investment Holdings Co., Ltd*), a company incorporated in the PRC with limited liability and a controlling shareholder of the Company;
“Tianjin Beacon”	天津燈塔塗料有限公司 (Tianjin Beacon Company Limited*), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of Teda Holdings; and
“%”	per cent.

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, 13 December 2013

Unless otherwise stated, amount in RMB has been translated into HK\$ at exchange rate of HK\$1.00 to RMB0.7883 for illustration purposes only. No representation is made that any amounts in RMB or HK\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 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.

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