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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)

**RESULTS OF ANNUAL GENERAL MEETING HELD ON 20 JUNE 2014;
CHANGE OF DIRECTORS;
AND
CHANGE OF AUDITOR NAME**

The Annual General Meeting (“**AGM**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “**Company**”) was held at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People's Republic of China (the “**PRC**”) on Friday, 20 June 2014 at 9:30 a.m..

Reference is made to the circular (“**Circular**”) and notice of annual general meeting (“**Notice**”) of the Company issued on 2 May 2014. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular and Notice.

The board (“**Board**”) of directors (“**Directors**”) of the Company is pleased to announce that all the resolutions as set out in the Notice were duly passed. The voting of all the resolutions as set out in the Notice was taken by poll. The poll results are as follows:–

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
1.	To consider and approve the report of the Board for the year ended 31 December 2013.	282,324,800 (100%)	0 (0%)
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2013.	282,324,800 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor's report for the year ended 31 December 2013.	282,324,800 (100%)	0 (0%)
4.	To consider and approve the distribution of a final dividend of RMB0.02 per Share as proposed by the Board to all the shareholders of the Company whose names appear on the register of members of the Company on 4 July 2014.	282,324,800 (100%)	0 (0%)
5.	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd. and PricewaterhouseCoopers as the PRC auditor and the international auditor of the Company respectively to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.	282,324,800 (100%)	0 (0%)
6.	To consider and approve the re-election of Mr. Zhang Jian (張艦) as executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Zhang Jian on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)
7.	To consider and approve the election of Mr. Xu Lifan (許立凡) as non-executive director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service agreement with Mr. Xu Lifan on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
8.	To consider and approve the election of Mr. Cui Xuesong (崔雪松) as non-executive director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service agreement with Mr. Cui Xuesong on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)
9.	To consider and approve the re-election of Mr. Tse Ping (謝炳) as non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Tse Ping on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)
10.	To consider and approve the re-election of Mr. Yang Xiaoping (楊小平) as non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Yang Xiaoping on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)
11.	To consider and approve the election of Mr. Cheng Xinsheng (程新生) as independent non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Cheng Xinsheng on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
12.	To consider and approve the election of Mr. Mei Xingbao (梅興保) as independent non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Mei Xingbao on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)
13.	To consider and approve the re-election of Mr. Japhet Sebastian Law (羅文鈺) as independent non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Japhet Sebastian Law on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)
14.	To consider and approve the election of Mr. Zhou Zisheng (周自盛) as independent non-executive Director of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Zhou Zisheng on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)
15.	To consider and approve the re-election of Ms. Xu Jianxin (徐建新) as Shareholder representative Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Ms. Xu Jianxin on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
16.	To consider and approve the re-election of Mr. Hai Tianmin (海天敏) as Shareholder representative Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Hai Tianmin on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)
17.	To consider and approve the re-election of Mr. Wang Rui (王薏) as Shareholder representative Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Wang Rui on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)
18.	To consider and approve the re-election of Ms. Lu Xia (呂霞) as independent Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Ms. Lu Xia on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	282,324,800 (100%)	0 (0%)

SPECIAL RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
19.	<p>To grant a general mandate to issue, allot and deal with additional domestic shares of nominal value of RMB1.00 each in the share capital of the Company (the “Domestic Shares”) and/or overseas-listed foreign shares of nominal value of RMB1.00 each in the share capital of the Company (the “H Shares”), not exceeding 20% of the issued shares of that class as at the date of the resolution and authorize the Board to make corresponding amendments to the articles of association of the Company (the “Articles”) as it thinks fit so as to reflect the new capital structure upon the allotment and issuance of shares:</p> <p>“THAT</p> <p>(A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited, the Articles and the applicable laws and regulations of the People’s Republic of China, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;</p> <p>(b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;</p>	<p>282,324,800 (100%)</p>	<p>0 (0%)</p>

SPECIAL RESOLUTIONS		Number of H Shares and Domestic Shares represented by votes cast and percentage of total number of H Shares and Domestic Shares represented by votes cast	
		FOR	AGAINST
	<p>(c) the aggregate number of Domestic Shares and/or H Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the issued shares of that class as at the date of passing of this resolution; and</p> <p>(d) for the purposes of this resolution:</p> <p>“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or other applicable laws to be held; or</p> <p>(iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in a general meeting.</p> <p>(B) The Board be authorized to make corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”</p>		

As at the date of the AGM, the issued share capital of the Company was 354,312,000 shares of nominal value of RMB1.00 each, which was divided into 98,243,200 H Shares and 256,068,800 Domestic Shares. The total number of shares entitled to attend and vote in respect of the resolutions at the AGM was 354,312,000 shares. There were no restrictions on shareholders of the Company to cast votes on any of the resolutions at the AGM. Shareholders of the Company and authorized proxies holding an aggregate of 282,324,800 shares (representing approximately 79.68% of the total issued share capital of the Company) were present at the AGM.

All the resolutions, which were voted on by poll, were approved by the Shareholders. The H share registrar of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As more than half of the total number of votes held by the shareholders and authorized proxies who attended the AGM were cast in favour of the resolutions No.1 to 18 in the Notice, these resolutions were duly passed as ordinary resolutions.

As more than two-third of the total number of votes held by the shareholders and authorized proxies who attended the AGM were cast in favour of the resolution No.19 in the Notice, this resolution was duly passed as special resolution.

CHANGE OF DIRECTORS

The Board would like to announce that the following changes to the Directors:

(1) Appointment of non-executive Directors

Mr. Xu Lifan and Mr. Cui Xuesong were appointed as the non-executive Directors with effect from 21 June 2014 until the expiry of the term of the then session of the Board.

Mr. Xu Lifan (許立凡) (“Mr. Xu”), aged 46, holds the Executive Master of Business Administration (EMBA) and is a senior engineer. He served various positions such as the vice general manager, general manager, party secretary and chairman of Tianjin TEDA Construction Group Co., Ltd. (天津泰達建設集團有限公司) and the party secretary and chairman of Tianjin Jinbin Development Co., Ltd (天津津濱發展股份有限公司) (Stock code: 000897, Shenzhen Stock Exchange). From December 2012 to date, he has been the vice general manager of Tianjin Teda Investment Holding Co., Ltd. (天津泰達投資控股有限公司).

Save as disclosed above, Mr. Xu does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. The Company and Mr. Xu have entered into a service agreement in relation to the appointment of

Mr. Xu as a non-executive Director. Mr. Xu will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group.

Mr. Cui Xuesong (崔雪松) ("Mr. Cui"), aged 35, graduated from Tianjin University with a master's degree in management science and engineering. Mr. Cui once served as the office director and the director of the Investment Promotion Department of the Modern Industrial Zone of TEDA. He is currently the deputy manager of the investment management department of Tianjin Teda Investment Holding Co., Ltd. and the director of Tianjin Steel Pipe Group Corporation (天津鋼管集團股份有限公司) and China-Africa TEDA Investment Co., Ltd. (中非泰達投資股份有限公司).

Save as disclosed above, Mr. Cui does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. The Company and Mr. Cui have entered into a service agreement in relation to the appointment of Mr. Cui as a non-executive Director. Mr. Cui will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Xu and Mr. Cui that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

(2) Appointment of independent non-executive Directors

Mr. Cheng Xinsheng, Mr. Mei Xingbao and Mr. Zhou Zisheng were appointed as the independent non-executive Directors with effect from 21 June 2014 until the expiry of the term of the then session of the Board.

Mr. Cheng Xinsheng (程新生) ("Mr. Cheng"), aged 51, is a professor of Business School of Nankai University as well as a Doctor and Postdoctor of Management (accounting). From 2004 to 2005, he was the visiting scholar of University of Alberta in Canada and the assistant executive editor-in-chief of Nankai Business Review and was honored with the award of outstanding result in social science for several times. In 1994, he became a fellow member of the Chinese Institute of Certified Public Accountants. He was in charge of three research projects in Management funded by National Natural Science Foundation and three projects funded by the Foundation of the Ministry of Education. He also participated in over ten key topic projects funded by National Natural Science Foundation, National Philosophy and Social Science Foundation and the Humanities and Social Sciences Foundation of the Ministry of

Education. He has published five books and over 50 articles and has a translated work. He is currently an independent director of Offshore Oil Engineering Co., Ltd (Stock code: 600583, Shanghai Stock Exchange).

Save as disclosed above, Mr. Cheng does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. The Company and Mr. Cheng have entered into a service agreement in relation to the appointment of Mr. Cheng as an independent non-executive Director. Mr. Cheng's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Cheng will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group.

Mr. Mei Xingbao (梅興保) ("Mr. Mei"), aged 63, graduated from Renmin University of China with a major in Agricultural Economy Management in 1982. He is currently the External Supervisor of the Bank of China, the independent director of Sino Biopharmaceutical Ltd. and a member of the 12th CPPCC National Committee. From October 2003 to May 2010, Mr. Mei served as Vice President and President of China Orient Asset Management Corporation. He previously served as Vice Mayor of People's Municipal Government of Zhangjiajie in Hunan Province, Deputy Director General of Economic and Trade Commission of Hunan Province, Head of the Science and Education Group of the Research Office of the General Office of the CPC Central Committee, Director General of the General Office of the Central Financial Working Commission, and Director General of the Propaganda Department of CBRC.

Save as disclosed above, Mr. Mei does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. The Company and Mr. Mei have entered into a service agreement in relation to the appointment of Mr. Mei as an independent non-executive Director. Mr. Mei's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Mei will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group.

Mr. Zhou Zisheng (周自盛) ("Mr. Zhou"), aged 64, is an associate professor of economics. He once served as the Deputy Director of the Financial Commission of Xicheng District of Beijing Municipality, a member of Financial Commission of Beijing Municipality, the Deputy Secretary and the Director of Practice Standards Working Committee of Securities Association of China. From December 2009 to February 2014, Mr. Zhou served as the independent director of Sihuan Pharmaceutical Company Limited (四環藥業股份有限公司) (Stock Code: 000605, Shenzhen Stock Exchange).

Save as disclosed above, Mr. Zhou does not hold any other positions with the Company and any other members of the Group and does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholder of the Company, nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. The Company and Mr. Zhou have entered into a service agreement in relation to the appointment of Mr. Zhou as an independent non-executive Director. Mr. Zhou's appointment will be for a term commencing from 21 June 2014 until the expiry of the term of the session of the Board. Mr. Zhou will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Cheng, Mr. Mei and Mr. Zhou that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Pursuant to the Articles, the term of the Directors and Supervisors is three years and upon expiry of such term, the Directors and Supervisors shall be eligible for re-election. The term of office of all Directors and all Supervisors of the current term will expire on the date of the AGM. Mr. Zhang Jun, Mr. Hu Jun, Mr. Zhang Limin, Mr. Liu Jingfu and Mr. Luo Yongtai had not offered themselves for re-election thereat and they confirmed respectively that each of them has no disagreement with the Board and there is no other matter relating to their retirement that needs to be brought to the attention of the shareholders of the Company.

The Board wishes to take this opportunity to express its gratitude to Mr. Zhang Jun, Mr. Hu Jun, Mr. Zhang Limin, Mr. Liu Jingfu and Mr. Luo Yongtai for their contributions to the Company during their tenure of service with the Company and to express its welcome to Mr. Xu, Mr. Cui, Mr. Cheng, Mr. Mei and Mr. Zhou.

CHANGE OF AUDITOR NAME

The Board wishes to announce that its PRC auditor (the “**PRC Auditor**”) had changed its name PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd to PricewaterhouseCoopers Zhong Tian LLP.

The PRC Auditor confirmed that there was no circumstance connected with the change of name that they considered should be brought to the attention to the shareholders of the Company. The Board also confirms that there are no circumstances in respect of the change of the PRC Auditor's name which should be brought to the attention to the shareholders 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
20 June 2014

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. Liu Jingfu, Mr. Luo Yongtai and Mr. Japhet Sebastian Law.

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 of The Stock Exchange of Hong Kong Limited 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 GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page 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