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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 TRANSACTION

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The Board announces that Yuan Da, a wholly owned subsidiary of the Company, has entered into the Capital Injection Agreement on 21 April 2009 with Mr. Xiao Hua Kang and other equity interest holders of Yuan Sheng, an indirect non-wholly owned subsidiary of the Company, whereby the registered capital of Yuan Sheng will be increased from RMB10,000,000 (approximately HK\$11,345,000) to RMB15,000,000 (approximately HK\$17,017,500). The amount to be injected by Yuan Da into Yuan Sheng will be RMB500,000 (approximately HK\$567,250) and the remaining RMB4,500,000 (approximately HK\$5,105,250) will be made by Mr. Xiao Hua Kang and other shareholders of Yuan Sheng. Upon completion of the Capital Injection, Yuan Da will hold 40% equity interest in Yuan Sheng, which will cease to be an indirect non-wholly owned subsidiary of the Company.

IMPLICATIONS UNDER THE GEM LISTING RULES

As Mr. Xiao Hua Kang is a substantial shareholder of Yuan Sheng and is a connected person of the Company, the Capital Injection constitutes a connected transaction of the Company under the GEM Listing Rules. As each of the applicable percentage ratios in respect of the Capital Injection is less than 2.5%, the Capital Injection is only subject to the reporting and announcement requirements and exempt from the independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

* For identification purpose only

CAPITAL INJECTION AGREEMENT

- Date : 21 April 2009
- Parties : (1) Yuan Da
(2) Mr. Xiao Hua Kang
(3) Mr. Cai Guo Bin
(4) Mr. Tang Yue Feng
(5) Mr. Wu Shou Hua
- Capital Injection : The registered capital of Yuan Sheng as at the date of this Announcement is RMB10,000,000 (approximately HK\$11,345,000) and its equity interest holders are as follows:

Equity Interest Holders	Percentage of Equity Interest in Yuan Sheng
Yuan Da	55%
Mr. Xiao Hua Kang	22.5%
Mr. Cai Guo Bin	9%
Mr. Tang Yue Feng	9%
Mr. Wu Shou Hua	4.5%

Yuan Sheng plans to increase its registered capital from RMB10,000,000 to RMB15,000,000 by an additional capital injection of RMB5,000,000.

The Capital Injection will be made by the respective equity interest holders of Yuan Sheng by way of cash as follows:

Equity Interest Holders	Capital Injection (RMB)
Yuan Da	500,000
Mr. Xiao Hua Kang	2,250,000
Mr. Cai Guo Bin	900,000
Mr. Tang Yue Feng	900,000
Mr. Wu Shou Hua	450,000

The Capital Injection will be settled by cash by the respective equity interest holders upon completion.

Upon completion of the Capital Injection, the equity interest of Yuan Sheng will be held by its respective holders as follows:

Equity Interest Holders	Percentage of Equity Interest in Yuan Sheng
The Company	40%
Mr. Xiao Hua Kang	30%
Mr. Cai Guo Bin	12%
Mr. Tang Yue Feng	12%
Mr. Wu Shou Hua	6%

Upon completion of the Capital Injection, Yuan Sheng will cease to be an indirect non-wholly owned subsidiary of the Company.

Conditions Precedent : The Capital Injection will be conditional upon fulfilment of the following conditions:

- (a) the Company having complied with its necessary approval procedures in accordance with its articles of association, the applicable laws and regulations and the GEM Listing Rules; and
- (b) both Yuan Da and Yuan Sheng having complied with its necessary approval procedures in accordance with its articles of association, the applicable laws and regulations.

Completion : The Capital Injection will take place within 7 days upon fulfilment of the conditions precedents above.

REASONS FOR AND BENEFITS OF ENTERING INTO THE CAPITAL INJECTION AGREEMENT

In order to facilitate the operating activities and explore more potential investments of Yuan Sheng, as mutually agreed by all its equity interest holders, it is decided that an additional capital injection of RMB5,000,000 will be made to Yuan Sheng, so that upon completion of the Capital Injection, its registered capital will be increased to RMB15,000,000.

As Yuan Sheng has recorded a continuous loss since its incorporation in September 2007, the unproportionate capital injection by the individual shareholders may optimize their motivation in the normal course of business of Yuan Sheng. Meanwhile, in consideration of the rate of return and the opportunity cost, Yuan Da has decided not to further its investment in proportion to the existing shareholding in Yuan Sheng with a view to allocating its resources on more profitable projects and upon negotiation with other equity interest holders, Yuan Da agreed to make its proportion of capital injection of RMB500,000 into Yuan Sheng.

The Board (including the independent non-executive Directors) is of the view that the terms of the transaction contemplated under the Capital Injection Agreement are fair and reasonable and on normal commercial terms and the Capital Injection is in the interests of the Company and its shareholders as a whole.

INFORMATION ON YUAN SHENG

As at the date of this announcement, Yuan Sheng, an indirect non-wholly owned subsidiary of the Company, is owned as to 55%, 22.5%, 9%, 9% and 4.5% by Yuan Da, Mr. Xiao Hua Kang, Mr. Cai Guo Bin, Mr. Tang Yue Feng and Mr. Wu Shou Hua, respectively. Yuan Sheng is principally engaged in the provision of warehousing, delivery and other logistics services related to steel materials.

According to the audited financial statements of Yuan Sheng which is prepared in accordance with the generally accepted accounting principles in the PRC, both the losses before and after taxation for the financial year ended 31 December 2008 and for the financial year ended 31 December 2007 were approximately RMB7.19 million and nil respectively. The net asset value of Yuan Sheng as at 31 December 2008 was approximately RMB2.81 million.

INFORMATION ON THE GROUP

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

IMPLICATIONS UNDER THE GEM LISTING RULES

As Mr. Xiao Hua Kang is a substantial shareholder of Yuan Sheng and is a connected person of the Company, the Capital Injection constitutes a connected transaction of the Company under the GEM Listing Rules. As each of the applicable percentage ratios in respect of the Capital Injection is less than 2.5%, the Capital Injection is only subject to the reporting and announcement requirements and exempt from the independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

DEFINITIONS

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

“Board”	means the board of Directors
“Capital Injection”	means the capital injection into Yuan Sheng pursuant to the Capital Injection Agreement
“Capital Injection Agreement”	means the Capital Injection Agreement, pursuant to which the registered capital of Yuan Sheng will be increased from RMB10,000,000 to RMB15,000,000 subject to the terms and conditions therein
“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

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“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	means the director(s) of the Company
“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 and its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“PRC”	means the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	means Renminbi, the lawful currency of the PRC
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Yuan Da”	means Tianjin Yuan Da Xian Dai Logistics Co., Ltd. (天津元大現代物流有限公司, which is a wholly owned subsidiary of the Company
“Yuan Sheng”	means Tianjin Binhai Yuan Sheng Steel Market Operation and Management Co., Ltd. (天津濱海元盛鋼材市場經營管理有限公司, which is a non-wholly owned subsidiary of Yuan Da

For the purpose of illustration only and unless otherwise specified in this announcement, amounts denominated in RMB have been converted into HK\$ at a rate of RMB1.00 to HK\$1.1345. No representation is made that any amounts in RMB or HK\$ could have been or could be converted at the above rate or at any other rates at all.

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
21 April 2009

As at the date of this announcement, the Board comprises (1) Mr. Zhang Jian and (2) Mr. Sun Quan as executive directors; (3) Mr. Zhang Jun and (4) Mr. Ding Yi as non-executive directors; and (5) Mr. Zhang Limin, (6) Mr. Luo Yongtai and (7) Mr. Liu Jing Fu as independent non-executive directors.

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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its publication and on the website of the Company at www.tbtl.cn.