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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 ESTABLISHMENT OF LIMITED LIABILITY COMPANY

The Board is pleased to announce that on 11 May 2009, the Company and the Other Shareholders entered into the Promoters' Agreement, pursuant to which a limited liability company will be established in Tianjin, the PRC for the provision of metal products trading market and related warehousing and logistics services.

As the applicable percentage ratios for the establishment of the Limited Liability Company exceed 5% but are less than 25%, the entering into of the Promoters' Agreement constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

LIMITED LIABILITY COMPANY

The Board is pleased to announce that on 11 May 2009, the Company, entered into the Promoters' Agreement with the Other Shareholders for the establishment of the Limited Liability Company in Tianjin, the PRC. Subject to the approval of the relevant PRC government authorities, the Limited Liability Company will principally engage in the business of metal products trading market and provision of related warehousing and logistics services.

PROMOTERS' AGREEMENT

Date : 11 May 2009

Parties : (1) The Company
(2) The Other Shareholders

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, prior to the establishment of Limited Liability Company, save for Tianjin Port Development Holdings Limited is a holder of 5.64% of the issued share capital of the Company, the Other Shareholders and their respective ultimate beneficial owners are independent of the Group and its connected persons (as defined in the GEM Listing Rules).

* For identification purposes only

Total registered capital : Pursuant to the Promoters' Agreement, the total amount of registered capital of the Limited Liability Company will be RMB100,000,000, of which RMB20,000,000 will be contributed by the Company in cash to be funded by way of internal resources of the Group.

The total registered capital of the Limited Liability Company and the contribution to be made by the Company were determined after arm's length negotiations between the Company and the Other Shareholders with reference to the intended scale of operations of the Limited Liability Company.

Upon establishment, the Limited Liability Company will be held as to 20% by the Company. The Limited Liability Company will not be a subsidiary of the Company.

The Company has no further capital commitment in the Limited Liability Company as at the date of this announcement.

The board of directors : The board of directors of the Limited Liability Company will comprise 9 directors, of which 2 will be appointed by the Company.

Completion : The establishment of the Limited Liability Company will be completed upon approval by the relevant PRC government authorities.

REASONS FOR ESTABLISHMENT OF LIMITED LIABILITY COMPANY

According to the market research conducted by the Company, the business to be conducted by the Limited Liability Company will be a success business development which will contribute huge annual sale volume and thereby, enhance the Group's logistic business in relation to metal products. By cooperating with various leading enterprises in the PRC, the Company can further expand its logistic service network and connect the logistic channel from the Northwest region to the Tianjin Port, thus expedite the full utilization of the Company's logistic infrastructures in that area. At the same time, the business development model of the Limited Liability Company will also enhance the Company's existing logistic services through its business diversity, customer base and risk management.

The Board (including the independent non-executive Directors) is of the view that the terms of the transaction contemplated under the Promoters' Agreement are fair and reasonable and the establishment of the Limited Liability Company is in the interest of the Company and its shareholders as a whole.

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.

INFORMATION ON THE OTHER SHAREHOLDERS

Other than Tianjin Port Development Holdings Limited and Tianjin Port Free Trade Zone Xingang International Trading Co., Ltd. (天津港保稅區鑫港國際貿易有限公司), the Other Shareholders are principally carrying on metal refining business. The principal activity of Tianjin Port Development Holdings Limited, which is listed on the main board of the Stock Exchange (stock code: 3382) and a holder of 5.64% of the issued share capital of the Company, is investment holding and its principal subsidiaries are provision of port services. The principal activity of Tianjin Port Free Trade Zone Xingang International Trading Co., Ltd.* is trading business.

GENERAL

As the applicable percentage ratios for the establishment of the Limited Liability Company exceed 5% but are less than 25%, the entering into of the Promoters' Agreement constitutes a discloseable transaction of the Company under Chapter 19 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
“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
“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 together with its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Limited Liability Company”	Tianjin Far East Ferroalloy Trading Centre Co., Ltd.* (天津遠東鐵合金交易中心有限責任公司), which is to be established in Tianjin, the PRC for the provision of metal products trading market and related warehousing and logistics services
“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

“Promoters’ Agreement”

means the promoters’ agreement dated 11 May 2009 entered into between the Company and the Other Shareholders in relation to establishment of the Limited Liability Company

“Other Shareholders”

means the other nine shareholders of the Limited Liability Company, namely, (1) Inner Mongolia Ordos Metallurgy Co., Ltd.* (內蒙古鄂爾多斯冶金有限責任公司), (2) Tianjin Port Free Trade Zone Xingang International Trading Co., Ltd.* (天津港保稅區鑫港國際貿易有限公司), (3) Tianjin Port Development Holdings Limited (天津港發展控股有限公司), (4) Jinzhong Wanbang Industrial Trading Co., Ltd.* (晉中萬邦工貿有限公司), (5) Shangxi Yiwang Ferroalloy Co., Ltd.* (山西義望鐵合金有限責任公司), (6) Langfang Xinda Terroalloy Co., Ltd.* (廊坊鑫達鐵合金有限公司), (7) Shanxi Yinguang Huasheng Meiyue (Group) Co., Ltd. (山西銀光華盛鎂業股份有限公司), (8) Fugu County Tongyuan Magnesium Co., Ltd.* (府谷縣同源鎂業有限責任公司), and (9) Qinghai Wutong (Group) Industry Co., Ltd.* (青海物通(集團)實業有限公司)

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
11 May 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.

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