

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)

## ANNOUNCEMENT

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING, CLASS MEETINGS FOR HOLDERS OF H SHARES AND DOMESTIC SHARES HELD ON 11 MARCH 2011**

The Board is pleased to announce that the resolutions as set out in the notices of the EGM and the Class Meetings dated 25 January 2011 were duly passed at the EGM Meeting and Class Meetings of Holders of Domestic Shares and H Shares held on 11 March 2011.

The Board is pleased to announce that all resolutions proposed were passed at the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting which were held at the Conference Room at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on 11 March 2011.

### **POLL RESULTS OF THE EGM AND CLASS MEETINGS OF HOLDERS OF DOMESTIC SHARES AND H SHARES**

References are made to the notices of EGM (the “**EGM Notice**”), Domestic Shareholders Class Meeting (the “**Domestic Shares Notice**”) and the H Shareholders Class Meeting (the “**H Shares Notice**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the “**Company**”) dated 25 January 2011 and the circular (the “**Circular**”) of the Company dated 25 January 2011 in relation to: (i) proposed transfer of listing from the GEM to the Main Board; and (ii) proposed amendment to the Articles. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

As at the date of the EGM and Class Meetings, the Company has issued a total of 354,312,000 shares (the “**Shares**”) comprising 256,068,800 Domestic Shares and 98,243,200 H Shares. The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the EGM was 354,312,000 Shares, comprising 256,068,800 shares at the Domestic Shareholders Class Meeting and 98,243,200 Shares at the H Shareholders Class Meeting respectively.

There were no Shares entitling the Shareholders to attend and vote only against the resolutions at the EGM and Class Meetings.

No party who has stated its intention to vote against the resolutions set out in the Circular or to abstain has done so at the EGM and Class Meetings.

Special Resolutions		Number of Votes (%)		Total Number of Votes
		For	Against	
1.	<p>(a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;</p> <p>(b) the board of directors (the “Board”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:</p> <p>(i) determining the timetable thereof;</p> <p>(ii) making any applications and submissions to the Stock Exchange and China Securities Regulatory Commission for the Transfer of Listing;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and</p> <p>(iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.</p>	299,250,000 (100%)	0 (0%)	299,250,000

Special Resolutions		Number of Votes (%)		Total Number of Votes
		For	Against	
2.	<p>(a) subject to the passing of the special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities; and</p> <p>(b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.</p>	299,250,000 (100%)	0 (0%)	299,250,000

As more than two-third of the votes were cast in favour of the resolutions above at the EGM, the resolutions were duly passed as special resolutions of the Company.

## THE CLASS MEETING OF THE DOMESTIC SHAREHOLDERS

At the Domestic Shareholders Class Meeting, Shareholders or their proxies holding 256,068,800 Shares with voting right, representing 100% of the issued domestic share capital of the Company, were present and constituted a quorum for the Domestic Shareholders Class Meeting in accordance with the Articles of Association and the Company Law of the PRC.

The Board is pleased to announce that the resolutions as set out in the Domestic Shares Notice were duly passed at the Domestic Shareholders Class Meeting, the poll result of which is as follows:

Special Resolutions		Number of Votes (%)		Total Number of Votes
		For	Against	
1.	<p>(a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the Transfer of Listing of the H Shares from the GEM of the Stock Exchange to the Main Board of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;</p> <p>(b) the Board of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:</p> <p>(i) determining the timetable thereof;</p> <p>(ii) making any applications and submissions to the Stock Exchange and China Securities Regulatory Commission for the Transfer of Listing;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and</p> <p>(iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.</p>	256,068,800 (100%)	0 (0%)	256,068,800

Special Resolutions		Number of Votes (%)		Total Number of Votes
		For	Against	
2.	<p>(a) subject to the passing of the special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities; and</p> <p>(b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.</p>	256,068,800 (100%)	0 (0%)	256,068,800

As more than two-third of the votes were cast in favour of the resolutions above at the Domestic Shareholders Class Meeting, the resolutions were duly passed as special resolutions of the Company.

## THE CLASS MEETING OF HOLDERS OF H SHARES

At the H Shareholders Class Meeting, Shareholders or their proxies holding 43,181,200 Shares with voting right, representing 44% of the issued H share capital of the Company, were present and constituted a quorum for the H Shareholders Class Meeting in accordance with the Articles of Association and the Company Law of the PRC.

The Board is pleased to announce that the resolutions as set out in the H Shares Notice were duly passed at the H Shareholders Class Meeting, the poll result of which is as follows:

Special Resolutions		Number of Votes (%)		Total Number of Votes
		For	Against	
1.	<p>(a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the Transfer of Listing of the H Shares from the GEM of the Stock Exchange to the Main Board of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;</p> <p>(b) the Board of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:</p> <p>(i) determining the timetable thereof;</p> <p>(ii) making any applications and submissions to the Stock Exchange and China Securities Regulatory Commission for the Transfer of Listing;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and</p> <p>(iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.</p>	43,181,200 (100%)	0 (0%)	43,181,200

Special Resolutions		Number of Votes (%)		Total Number of Votes
		For	Against	
2.	<p>(a) subject to the passing of the special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities; and</p> <p>(b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.</p>	43,181,200 (100%)	0 (0%)	43,181,200

As more than two-third of the votes were cast in favour of the resolutions above at the H Shareholders Class Meeting, such resolutions were duly passed as special resolutions of the Company.



## SCRUTINEER

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 EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting for the purpose of vote-taking.

Yours faithfully,

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 March 2011

*As at the date of this announcement, the Board comprises (1) Mr. Zhang Jian and (2) Mr. Wang Wei as executive directors; (3) Mr. Zhang Jun, (4) Mr. Ding Yi, (5) Mr. Hu Jun and (6) Mr. Zhang Jinming as non-executive directors; and (7) Mr. Zhang Limin, (8) Mr. Luo Yongtai and (9) Mr. Liu Jingfu 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 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 document 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](http://www.tbtl.cn).*

\* *For identification purpose only*