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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)

(1) MAJOR TRANSACTION

CONSTRUCTION OF COLD STORAGE WAREHOUSE

(2) PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY

(1) MAJOR TRANSACTION

On 6 July 2011, the Company entered into the Phase 1 Contract with the Main Contractor for the construction of the Cold Storage Warehouse.

The Directors consider that the terms of the Phase 1 Contract (which were determined by tender process in accordance with the applicable rules and regulations of the PRC) are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole.

The Phase 1 Contract constitutes a major transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the Shareholders' approval in accordance with Chapter 19 of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Main Contractor and its ultimate beneficial owner are third parties independent of the Company and connected persons (as defined under the GEM Listing Rules) of the Company.

(2) PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY

Pursuant to a request made by the Administration for Industry & Commerce of Tianjin, it is proposed that the Company should delete from the business scope set out in the Articles the businesses which require prior permits and which the Company has not commenced due to absence of relevant permits. The Board proposes to amend the Articles in respect of its business scope.

* For identification purpose only

(1) MAJOR TRANSACTION

The board of Directors is pleased to announce that the Company, after trading hours on 6 July 2011, entered into the Phase 1 Contract with the Main Contractor for the construction of the Cold Storage Warehouse. The key terms of the Phase 1 Contract are set out below.

Key terms of the Phase 1 Contract

The parties:	The Company and the Main Contractor.
Date of the Phase 1 Contract:	6 July 2011
Project name and scope:	Tianjin Binhai Teda Logistics (Group) Corporation Limited Import & Export Cold Chain Logistics Centre Project (Phase 1 Tender).
Project location:	Tianjin Port Container Logistics Centre, intersection of Yuejin Road and Jiyun Five Road, Tianjin, PRC.
Project content:	The total construction area of 34,209.38 square meters, including: Cold Storage Warehouse No.1 with 28,974.07 square meters, 3,801.71 square meters of cargo handling space (including 238.14 square meters of ground floor area), 1,433.60 square meters of refrigeration room and transformer room.
Contract period:	Contract duration: 262 days
Contract price:	RMB177,802,999.00 (including specialist works in the estimated amount of RMB49,821,000.00).
Condition precedent:	The Phase 1 Contract shall be conditional upon the approvals being obtained from the Shareholders to the entering into of and the transactions contemplated under the Phase 1 Contract. If such approvals are not granted within 6 months after the date of the Phase 1 Contract, the Phase 1 Contract shall become null and void without any liability on the Company and the Main Contractor whatsoever.

Payment terms:

Prepayment:

The time for prepayment of project costs from the Company to the Main Contractor and the amount or the percentage to the total contract amount:

Subject to the construction commencement conditions being satisfied, the Company shall pay the Main Contractor a project prepayment amounting to 10% of the contract amount three days prior to the commencement date of the construction work agreed in the Phase 1 Contract.

Time and rate for clawing back of project costs: the project prepayment shall be clawed back evenly from the progress payments of the first four months.

Progress payment:

Payment method and time for the project costs (progress costs) agreed by both parties: the Company shall pay the Main Contractor project progress costs each month for 65% of the amount of work completed in the month. A settlement shall be made in 90 days after checking that the quality of the completed work is up to the standard (the "Settlement").

The Company shall pay up to 97% of the total settlement costs: 30 days after the Settlement and the remaining 3% shall be served as warranty payment.

The warranty payments for washrooms and rooms with waterproof exterior or having waterproofing requirement and the anti-leaking exterior walls shall be returned (without interests) 5 years after the inspection and acceptance of completed work. The other warranty payments shall be returned in full (without interests) 2 years after the inspection and acceptance of completed work. The warranty responsibility of the Main Contractor during the reasonable construction period shall not be exempted due to the payment of warranty payment.

Guarantee: The Company will arrange a guarantee letter to be issued by the bank in favour of the Main Contractor guarantee the payment of 10% of the Contract Price.

The Main Contractor will arrange a guarantee letter to be issued by the bank in favour of to the Company for payment of the loss and damages to the Company in the sum of 10% of the Contract Price.

Reasons and Benefits of the Phase 1 Contract

The Group is principally engaged in the provision of comprehensive logistics services, mainly in the areas of supply chain solutions and materials procurement businesses and related services. The Company intends to construct the Cold Storage Warehouse on a piece of land it owns in the Tianjin Port Container Centre (天津港集裝箱中心), in order to become involved in the cold chain logistics business and to expand the Group's operational range, optimizing the Company's business structure. Upon the completion of the construction of the Cold Storage Warehouse, the project will enable the Company to participate in the cold chain logistics business and enhance the Company's influence in the industry, thus providing strong support to the sustainable development of the Company's business.

The Directors consider that the proposed construction of the Cold Storage Warehouse and the terms of the Phase 1 Contract (which were determined by tender process in accordance with the applicable rules and regulations of the PRC) be fair and reasonable and are in the best interest of the Company and the Shareholders as a whole.

To the best of the Director's knowledge, information and belief and having made all reasonable enquiry, the Main Contractor and its ultimate beneficial owner are third parties independent of the Company and the connected persons (as defined under the GEM Listing Rules) of the Company. The Contract Price will be funded by external financing and internal funds of the Company.

The Main Contractor is a construction company incorporated in the PRC and is principally engaged in the construction contracting business such as road and building construction. The Company commissioned the Tender Office to carry out the public tender process, through which five qualified tenderers were shortlisted by experts in the construction industry appointed by the Tender Office, after a comprehensive assessment on the experience, market position and construction quality being offered. The tenderer that offered the lowest bid was engaged as the Main Contractor.

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, materials procurement and related logistic services and bonded warehouse services.

LISTING RULES IMPLICATIONS

The Phase 1 Contract constitutes a major transaction for the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the approval of the Shareholders.

As no Shareholder would have a material interest in the Phase 1 Contract which is different from the interests of the other Shareholders, no Shareholder would be required to abstain from voting if the Company were to convene a general meeting for the purpose approving the Phase 1 Contract. An EGM will be convened to consider and approve the Phase 1 Contract.

A circular containing, among other things, (i) further details of the Phase 1 Contract; (ii) financial information of the Group; and (iii) a notice of the EGM, will be despatched to the Shareholders. Since additional time will be required by the reporting accountants of the Company to finalize the relevant financial information, the circular is expected to be despatched on or before 8 August 2011.

(2) PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY

Pursuant to a request made by the Tianjin Administration for Industry & Commerce, it is proposed that the Company should delete from the business scope set out in the Articles the businesses which require prior permits and which the Company has not commenced due to absence of relevant permits. The Board proposes to amend the Articles in respect of its business scope by deleting Article 17 of the Articles in entirety and replacing it by the following:

The scope of business of the Company is subject to the approval by the relevant registration authority of the Company.

The business scope of the Company includes: national freight agency; storage services (except hazardous products); transportation, storage logistics, warehouse and venue leasing services, operation and management of commodity trading market, operation of high-tech port facilities; rendering international transportation agency services for importing and exporting cargo by sea, land and air, international exhibition articles, personal articles and goods in transit, including cargo canvassing, cargo consigning, cargo space booking, cargo storage, cargo transshipping, containers assembling and disassembling, freights and miscellaneous costs and expenses settlement, customs declaration, commodity inspection, commodity examination, related short-distance transportation service and transport consultancy service, international multi-modal transportation service, courier service; wholesaling, retailing, importing and exporting business of metal materials, construction materials, new materials for chemical industry, hardware and electronic appliances, mechanical electronic equipment, aviation, space, sea and modern transportation equipment, parts and components of cars, computer software and hardware and external equipment, electronic products, instrument and meters, daily groceries, coke carbon and finished products, coal and coal products, mineral products (without iron ore, alumina and aluminium ore), raw materials for and products of chemical industry, products of petroleum (without crude oil and processed oil), raw material for

textile, storage control management, logistic technology consultancy, technology support service and relevant information consultancy (the above-mentioned products that require quota permits and special management should be transacted in accordance with relevant PRC regulations).

The proposed amendment to the Articles is subject to the approval of the Shareholders by way of special resolution at the EGM to be convened and held by the Company. A circular containing, inter alia, further details in relation to the proposed amendment to the Articles and a notice convening the EGM will be dispatched to the Shareholders as soon as practicable.

DEFINITIONS

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

“Articles”	the articles of the Company, as amended from time to time;
“Board”	the board of Directors;
“Cold Storage Warehouse”	Cold Storage Warehouse No.1, with an area of 28,974.07 square meters, 3,801.71 square meters of cargo handling space (including 238.14 square meters of underground floor area), 1,433.60 square meters of refrigeration room and transformer room, situated at the Tianjin Port Container Logistics Centre, at the intersection of Yuejin Road and Jiyun Five Road, Tianjin, PRC;
“Company”	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;
“Contract Price”	the contract price of the Phase 1 Contract;
“CRCCCL”	China Railway Construction Corporation Limited (中國鐵建股份有限公司) (Stock Code: 1186), a joint stock limited company incorporated in the PRC with limited liability, and a construction enterprise supervised by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting to be convened and held to consider and approve the Phase 1 Contract and the amendments to the Articles;
“GEM”	the Growth Enterprise Market of the Stock Exchange;

“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company together with its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Main Contractor”	China Railway Construction 18th Bureau Group Co., Ltd. (中鐵十八局集團有限公司), a company incorporated in the PRC, a wholly owned subsidiary of CRCCL;
“Phase 1 Contract”	a construction contract entered into between the Company and the Main Contractor on 6 July 2011 in relation to the construction of the Cold Storage Warehouse;
“PRC”	the People’s Republic of China, which for purpose of this announcement, does not include, Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Tender Office”	Tianjin Tender Management Office for Construction Projects (天津市建設工程招標管理辦公室); and
“%”	per cent.

By order of the Board
Tianjin Binhai Teda Logistics (Group) Corporation Limited*
Zhang Jian
Chairman

Tianjin, the PRC
6 July 2011

As at the date of this announcement, the executive Directors are Mr. Zhang Jian and Mr. Wang Wei; the non-executive Directors are Mr. Zhang Jun, Mr. Hu Jun, Mr. Wang Jingcai and Mr. Chen Fang; and the independent non-executive Directors are Mr. Zhang Limin, Mr. Luo Yongtai and Mr. Liu Jingfu.

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 issuer. 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 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.tbt.cn.