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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)**

**PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY,  
PROPOSED APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR,  
PROPOSED RESIGNATION AND APPOINTMENT OF SUPERVISOR**

**PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY**

The Board announces that special resolution will be proposed at the EGM to amend the Articles regarding business scope. The Company proposes to delete “transportation” from the scope of business stated in the Articles and add “wholesale and retail of fuel oil”; meanwhile, the Company proposes to amend “import and export” to “operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government)”.

**PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
PROPOSED RESIGNATION AND APPOINTMENT OF SUPERVISOR**

The Board proposes to seek the approval of the Shareholders at the EGM on (i) the appointment of Professor Japhet Sebastian Law as an independent non-executive Director and (ii) the resignation of Mr. Xing Jihai as the supervisor of the Company and the appointment of Ms. Xu Jianxin as the supervisor of the Company; the above two matters shall take effect from the passing of the resolutions approving the appointment thereof at the EGM.

**CIRCULAR**

A circular containing, among others, details of the proposed amendments to the Articles, biographical details of Professor Law and Ms. Xu, together with a notice of the EGM, will be despatched on or before 11 July 2012.

The board (“**Board**”) of directors (“**Director(s)**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (“**Company**”) will convene an extraordinary general meeting (“**EGM**”) as soon as possible to seek the approval of the shareholders (“**Shareholders**”) of the Company on the following matters and a circular convening the EGM will be despatched to Shareholders on or before 11 July 2012.

## **PROPOSED AMENDMENTS TO THE ARTICLES**

The Board announces that special resolution will be proposed at the EGM to amend the articles of the Company, as amended from time to time (the “**Articles**”) regarding business scope.

In accordance with the relevant requirements in relation to the operations that require prior permits of the competent transportation authorities and the administration for industrial and commercial registration, the Company shall obtain prior permit for the operation of “transportation” business stated in the existing business scope. However, the Company has not commenced this business or obtained the relevant certificate, nor has it satisfied the conditions to apply for the said certificate. In order to ensure the compliance with the relevant requirements of annual inspection by the industry and commerce administration authority in terms of business scope, the Company proposes to delete “transportation” business. In order to expand business, the Company proposes to add “wholesale and retail of fuel oil” in its business scope; meanwhile, the Company proposes to amend “import and export” to “operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government)” with an aim to facilitate the development of the import and export business of the Company. The above resolutions will be submitted to the general meeting for consideration. Upon obtaining the approval from the general meeting, the Company will complete the relevant formalities in strict compliance with the requirements of the industry and commerce administration authority. Therefore, the Board proposes to amend the Articles regarding business scope by deleting the whole Section 17 (第十七條) and replacing it with the following text:

The scope of business of the Company is in pursuant to those approved by the registration authorities.

The scope of business of the Company includes: domestic freight forwarding; general warehousing services (excluding hazardous materials); warehousing and logistics, and storehouse and venue rental services; operation and management of commodity market, and operation of port equipment and high-tech equipment; international delivery agent for import and export of goods, international exhibits, private orders and goods in transit from sea, land and air, including cargo canvassing, shipping, booking, warehousing, transiting, LCL service, charges clearing, inspection application, international multimodal transport, and bulk cargo business; wholesale and retail of metals, building materials, new chemical materials, hardware, machinery and electrical equipment, aviation, aerospace and maritime transport equipment, auto parts, hardware, software and peripherals for computer, electronic products, instruments, general merchandise, coke and by-products, coal and coal products, minerals (excluding iron ore,

alumina and aluminum soil), chemical raw materials and products, petroleum products (excluding crude oil and refined oil), fuel oil, textile raw materials, and chemical fertilizers; operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); re-export; inventory control management, logistics consultation, technology services and related information consultation (businesses regarding commodities which are subject to quota license and special franchise administration shall be operated in compliance with applicable regulations).

## **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Company proposes to appoint Professor Japhet Sebastian Law (“**Professor Law**”) as an independent non-executive director of the Company with effect from the passing of the resolution approving the appointment thereof at the EGM.

Professor Law, aged 60, obtained his Doctorate degree of Philosophy in mechanical/industrial engineering from the University of Texas at Austin in 1976. He joined the Chinese University of Hong Kong in 1986 and is currently a Professor in the Department of Decision Sciences and Managerial Economics and the director of the Aviation Policy and Research Center. He was the Associate Dean and subsequently the Dean of the Faculty of Business Administration of the Chinese University of Hong Kong from 1993 until 2002. Prior to returning to Hong Kong, Professor Law was the director of Operations Research at the Cullen College of Engineering and director of Graduate Studies in Industrial Engineering at the University of Houston, and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. Professor Law has consulted with various corporations in Hong Kong and overseas. He is also active in public services, having served as a member of the Provisional Regional Council of The Government of the Hong Kong Special Administrative Region and various other committees, and is also active on the boards of profit, non-profit, and charitable organisations in Hong Kong and overseas.

Professor Law is currently an independent non-executive director of Beijing Capital International Airport Co., Ltd. (Stock Code: 00694), Tianjin Port Development Holdings Limited (Stock Code: 03382), Ever Fortune International Holdings Limited (Stock Code: 00875) and Regal Hotels International Holdings Limited (Stock Code: 00078), companies whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Global Digital Creations Holdings Limited (Stock Code: 08271) and Binhai Investment Company Limited (Stock Code: 08035), companies whose shares are listed on the Growth Enterprise Market (the “**GEM**”) of the Stock Exchange. Professor Law was also an independent non-executive director of First China Financial Holdings Limited (Stock Code: 08123), a company whose shares are listed on the GEM of the Stock Exchange, from June 2005 to October 2008.

Save as disclosed herein, Professor Law (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three preceding years from the date of the announcement.

Subject to the approval of the resolution at the EGM, it is proposed that Professor Law enter into a service agreement with the Company, which starts from the date of the passing of the resolution at the EGM and ends at the conclusion date of the annual general meeting to be held by the Company in 2014. Pursuant to the terms of the proposed service agreement, Professor Law will received an emolument of RMB100,000 per annum which is determined with reference to his duties and responsibilities in the Company/the remuneration benchmark in the market for an independent non-executive directors of companies listed on the Stock Exchange.

There is no information relating to Professor Law that is requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of The Rules Governing the Listing of Securities on the GEM of the Stock Exchange nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

## **RESIGNATION OF A SUPERVISOR**

Mr. Xing Jihai (“**Mr. Xing**”), the chairman and a member of the supervisory board of the Company (the “**Supervisory Board**”), has tendered his resignation from the position as a supervisor of the Company (a “**Supervisor**”). The resignation of Mr. Xing will take effect from the conclusion of the EGM. The Board was advised by Mr. Xing that his resignation was because he has reached the retirement age.

Mr. Xing has confirmed that he has no disagreement with the Board and the Supervisory Board and that there are no other matters that need to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board has confirmed that there is no other matter relating to Mr. Xing’s resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Xing for his valuable contribution to the Company during his tenure of office.

## **PROPOSED APPOINTMENT OF SUPERVISOR**

The Company proposes to appoint Ms. Xu Jianxin (“**Ms. Xu**”) as the supervisor of the Company with effect from the passing of the resolution approving the appointment thereof at the EGM.

Ms. Xu Jianxin, aged 47, was the solicitor of Tianjin Teda Law Firm, the legal advisor of Tianjin Teda Investment Holding Co., Ltd. and the deputy director and legal advisor of the office of Tianjin Teda Investment Holding Co., Ltd. She is currently serving as the head of the Legal Affairs and Internal Audit Department of Tianjin Teda Investment Holding Co., Ltd. and the secretary to the board of directors of Tianjin Teda Investment Holding Co., Ltd. She is concurrently holding the position of the chairman of the supervisory committee of Tianjin Jinbin Development Co. Ltd, the supervisor of Tianjin Seamless Steel Pipe (Group) Corporation Limited (天津無縫鋼管集團有限公司), the chairman of the supervisory committee of Sihuan Pharmaceutical Company Limited (四環藥業股份有限公司), the supervisor of Tianjin Binhai Energy & Development Co., Ltd. (天津濱海能源發展股份有限公司), the supervisor of Northern International Trust Co., Ltd. (北方國際信託股份有限公司), the supervisor of Tianjin Teda International (Group) Holding Company Limited (天津市泰達國際控股(集團)有限公司) and the director of Bohai Industrial Investment Fund Management Co., Ltd. She did not hold any position in other listed public companies during the three years prior to the date of this announcement.

Save as disclosed herein, Ms. Xu (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three preceding years from the date of the announcement.

Subject to the approval of the resolution at the EGM and in accordance with the articles of association of the Company, it is proposed that the appointment of Ms. Xu will take effect from the conclusion of the EGM. The Company proposes to enter into a service agreement with Ms. Xu, which starts from the date of the passing of the resolution at the EGM and ends at the conclusion date of the annual general meeting to be held by the Company in 2014. Pursuant to the terms of the proposed service agreement, Ms. Xu will receive an emolument of RMB50,000 per annum which is determined with reference to her duties and responsibilities in the Company.

There is no information relating to Ms. Xu that is requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of The Rules Governing the Listing of Securities on the GEM of the Stock Exchange nor is there any matter about her that needs to be brought to the attention of the shareholders of the Company.

## CIRCULAR

A circular containing, among others, details of the proposed amendments to the Articles, biographical details of Professor Law and Ms. Xu, together with a notice of the EGM, will be despatched on or before 11 July 2012.

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  
26 June 2012

*As at the date of this announcement, the executive Director is Mr. Zhang Jian; the non-executive Directors are Mr. Hu Jun, Mr. Zhang Jun, Mr. Wang Jincal 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 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 “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://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.tbtl.com.cn](http://www.tbtl.com.cn).*

\* *For identification purpose only*