



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)**

## **THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014**

### **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")**

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*This announcement, for which the directors (the "Directors") of Tianjin Binhai Teda Logistics (Group) Corporation Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules") of the Stock Exchange 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.*

\* For identification purposes only

## Highlights

The following are the financial highlights during the nine months ended 30 September 2014:

- Turnover increased by approximately 13.11% to RMB2,129,056,000;
- Gross profit increased by approximately 21% to RMB74,480,000;
- Profit attributable to shareholders increased by approximately 72.70% to RMB38,012,000;
- Earnings per share was RMB11 cents.

## Unaudited Consolidated Third Quarterly Results of 2014

The board of directors (the "Board") of the Company hereby announces the unaudited results of the Company and its subsidiaries (collectively referred to as the "Group") for the nine months ended 30 September 2014 together with the comparative unaudited figures for the corresponding period in 2013.

### Condensed Consolidated Statement of Comprehensive Income (Unaudited)

For the nine months ended 30 September 2014

		Nine months ended 30 September 2014 RMB'000 (Unaudited)	2013 RMB'000 (Unaudited) (Restated)
	<i>Notes</i>		
Revenue	4	2,129,056	1,882,261
Cost of sales	5	(2,054,576)	(1,820,705)
<b>Gross profit</b>		<b>74,480</b>	61,556
Administrative expenses	5	(39,442)	(37,358)
Other income	6	15,520	4,029
Other gains – net		216	623
		<b>50,774</b>	28,850
<b>Finance costs</b>		<b>(10,706)</b>	(9,034)
Share of results of investments accounted for using the equity method		15,645	13,211
<b>Profit before tax</b>		<b>55,713</b>	33,027
<b>Income tax expense</b>	7	<b>(10,386)</b>	(5,983)
<b>Profit for the period</b>		<b>45,327</b>	27,044
<b>Attributable to:</b>			
<b>Equity holders of the Company</b>		<b>38,012</b>	22,010
<b>Minority interests</b>		<b>7,315</b>	5,034
Earnings per share	9		
– Basic (RMB cents)		11	6
– Diluted (RMB cents)		11	6

# Notes to the Financial Information (Unaudited)

*For the nine months ended 30 September 2014*

## 1. General

The Company was established as an investment holding company in the People's Republic of China (the "PRC") by its promoters, Tianjin Teda Investment Holding Co., Ltd. ("Teda Holding") and Tianjin Economic and Technological Development Area State Asset Operation Company ("TEDA Asset Company"), as a joint stock limited company on 26 June 2006. Teda Holding and TEDA Asset Company are controlled by State-owned Assets Supervision and Administration Commission of Tianjin Municipal People's Government ("Tianjin SASAC") and Tianjin Economic and Technological Development Area Administrative Commission ("TEDA Administrative Commission"), respectively.

Pursuant to the group reorganisation (the "Reorganisation") in preparation of the listing of the Company's overseas listed foreign shares ("H shares") on the Growth Enterprises Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company has become the holding company of the Group in June 2006. The Company's H shares were listed on the GEM of the Stock Exchange on 30 April 2008.

On 18 November 2011, Teda Holding entered into a share transfer agreement with Chia Tai Land Company Limited ("Chia Tai Company"), while TEDA Asset Company entered into a share transfer agreement with Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd. ("Chia Tai Pharmaceutical Company"). Accordingly, Teda Holding and TEDA Asset Company agreed to transfer 28,344,960 (8% of ordinary shares) and 77,303,789 (21.82% of ordinary shares) domestic shares of the Company to Chia Tai Company and Chia Tai Pharmaceutical Company respectively. The above two domestic share transfers had been approved by the relevant state-owned assets supervision and administration authorities of the PRC. The registration procedures of the related transfers were completed on 7 June 2013.

The Company together with its subsidiaries are hereinafter collectively referred to as the Group ("the Group"). The Group is engaged in provision of logistics and supply chain solutions services and materials procurement and related logistics services.

The Group's principal operations are conducted in the PRC. The consolidated financial statements have been presented in Renminbi ("RMB"), which is the functional currency of the Company.

## 2. Basis of preparation

The financial information has been prepared in accordance with the applicable disclosure requirements set out in Chapter 18 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

## 3. Changes in accounting policies

The Group adopted consequential amendments to IFRS 10, "Consolidated financial statements" on 1 January 2012. The new accounting policy had the following impact on the consolidated financial statements:

As at 1 January 2012, the Group held 100% equity interest in Tedahang Cold Chain Logistics Co., Ltd ("Tedahang"). In 2012, the Group's equity interest in Tedahang was reduced to 60% upon capital contribution by two non-controlling shareholders. Tedahang was treated as a subsidiary of the Group in 2012. On 1 January 2013, upon adoption of IFRS10, the Group considered the purpose and design of Tedahang and the relevant activities directed by means of contractual arrangements and treated Tedahang as a joint venture. The change in accounting policy has been applied since 1 January 2013.

	For period ended 30 September 2014 RMB'000	Changes in accounting policy RMB'000	For period ended 30 September 2014 RMB'000 (As presented)	For period ended 30 September 2013 RMB'000 (As previously reported)	Changes in accounting policy RMB'000	For period ended 30 September 2013 RMB'000 (Restated)
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	2,149,830	(20,774)	2,129,056	1,908,445	(26,184)	1,882,261
Cost of sales	(2,081,155)	26,579	(2,054,576)	(1,853,751)	33,046	(1,820,705)
Gross profit	68,675	5,805	74,480	54,694	6,862	61,556
Administrative expenses	(46,408)	6,966	(39,442)	(43,495)	6,137	(37,358)
Other income	15,805	(285)	15,520	4,347	(318)	4,029
Other gains – net	1,775	(1,559)	216	2,396	(1,773)	623
Finance costs	39,847	10,927	50,774	17,942	10,908	28,850
Share of results of investments accounted for using the equity method	(19,697)	8,991	(10,706)	(16,990)	7,956	(9,034)
	27,680	(12,035)	15,645	24,401	(11,190)	13,211
Profit before income tax	47,830	7,883	55,713	25,353	7,674	33,027
Income tax expense	(10,386)	–	(10,386)	(5,983)	–	(5,983)
Profit and total comprehensive income for the period	37,444	7,883	45,327	19,370	7,674	27,044
Attributable to						
Owners of the Company	38,096	(84)	38,012	21,882	128	22,010
Non-controlling interests	(652)	7,967	7,315	(2,512)	7,546	5,034

#### 4. Segment information

The operating segments of the Group are classified into two categories: the segments are independently managed by the segment management institutions responsible based on the products and services provided, the distribution channels involved and customer mix. The constituent entities are classified by the segment managers shouldering revenue and segment results (profit before tax less interest income, finance costs and corporate expenses) responsibilities. These managers are directly responsible to the Group's senior management who makes strategic decisions.

The major operations of the two segments are as follows:

- Logistics and supply chain services for finished automobiles and components—providing logistics services and supply chain management, i.e. rules, storage and transportation management relating to finished automobiles and components; and
- Materials procurement services—purchasing raw materials and commodities in bulk for manufacturers and customers of trading companies, and providing relevant supply chain logistics services operations.

For the nine months ended 30 September 2014					
	Logistics and supply chain services for finished automobiles and components RMB'000 (Unaudited)	Materials procurement and related logistics services RMB'000 (Unaudited)	Reportable segments subtotal RMB'000 (Unaudited)	All other segments RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Revenue	651,450	1,414,934	2,066,384	87,383	2,153,767
Inter-segment revenue	(64)	(9,719)	(9,783)	(14,928)	(24,711)
Revenue from external customers	651,386	1,405,215	2,056,601	72,455	2,129,056
Segment results	20,453	17,732	38,185	10,090	48,275
Share of results of investments accounted for using the equity method					15,645
Unallocated other income					4,678
Unallocated corporate expenses					(2,179)
Finance costs					(10,706)
Profit before income tax					55,713
Income tax expense					(10,386)
Profit for the period					45,327
Other information:					
Depreciation and amortisation	(9,655)	(579)	(10,234)	(10,229)	(20,463)
Income tax expense	(5,210)	(3,463)	(8,673)	(1,713)	(10,386)

For the nine months ended 30 September 2013

	Logistics and supply chain services for finished automobiles and components RMB'000 (Unaudited) (Restated)	Materials procurement and related logistics services RMB'000 (Unaudited) (Restated)	Reportable segments subtotal RMB'000 (Unaudited) (Restated)	All other segments RMB'000 (Unaudited) (Restated)	Total RMB'000 (Unaudited) (Restated)
Revenue	626,784	1,197,021	1,823,805	68,757	1,892,562
Inter-segment revenue	(1)	–	(1)	(10,300)	(10,301)
Revenue from external customers	626,783	1,197,021	1,823,804	58,457	1,882,261
Segment results	16,596	12,157	28,753	(934)	27,819
Share of results of investments accounted for using the equity method					13,211
Unallocated other income					3,562
Unallocated corporate expenses					(2,531)
Finance costs					(9,034)
Profit before income tax					33,027
Income tax expense					(5,983)
Profit for the period					27,044
Other information:					
Depreciation and amortisation	(10,046)	(261)	(10,307)	(9,823)	(20,130)
Income tax expense	(4,225)	(922)	(5,147)	(836)	(5,983)

## 5. Expenses by nature

	Nine months ended 30 September	
	2014	2013
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
		(Restated)
Depreciation of property, plant and equipment	17,992	17,804
Amortisation of prepaid lease payments included in administrative expenses	547	268
Exchange gain	(375)	(374)

## 6. Other income

	Nine months ended 30 September 2014	
	RMB'000	2013
	(Unaudited)	(Unaudited) (Restated)
Government grant (note)	10,976	–
Others	4,544	4,029
Total	15,520	4,029

Note: Government grant represents subsidies and awards from local government authorities for the Group's contribution to the development of the local economies.

## 7. Income tax expense

	Nine months ended 30 September 2014	
	RMB'000	2013
	(Unaudited)	(Unaudited)
The Company and its subsidiaries	10,386	5,983

## 8. Dividend

The Board recommends the payment of an interim dividend of RMB0.05 per share for the nine months ended 30 September 2014 (for the nine months ended 30 September 2013: RMB0.02 per share).

## 9. Earnings per share

	Nine months ended 30 September 2014	
	RMB'000	2013
	(Unaudited)	(Unaudited) (Restated)
Profit for the period attributable to owners of the Company and earnings for the purpose of calculating basic and diluted earnings per share	38,012	22,010

  

	Number of shares Nine months ended 30 September 2014	
	'000	2013
	(Unaudited)	(Unaudited)
Weighted average number of shares for the purpose of calculating basic earnings per share	354,312	354,312



## 10. Share capital and reserves

	Attributable to equity holders of the Group						Minority interests RMB'000	Total RMB'000
	Share capital RMB'000	Share premium RMB'000	Statutory reserves RMB'000	Other reserves RMB'000	Retained profits RMB'000	Attributable to equity holders of the parent company RMB'000		
At 1 January 2013 (audited and restated)	354,312	55,244	63,122	(40,620)	297,053	729,111	83,358	812,469
Profit for the period/total comprehensive income for the period	–	–	–	–	22,010	22,010	5,034	27,044
Capital increase	–	–	–	6	–	6	1,956	1,962
Dividends	–	–	–	–	–	–	(6,577)	(6,577)
Transfers	–	–	2,224	–	(2,224)	–	–	–
At 30 September 2013 (unaudited and restated)	354,312	55,244	65,346	(40,614)	316,839	751,127	83,771	834,898
At 1 January 2014 (audited)	354,312	55,244	68,288	(40,614)	317,632	754,862	87,818	842,680
Profit for the period/total comprehensive income for the period	–	–	–	–	38,012	38,012	7,315	45,327
Dividends	–	–	–	–	(14,172)	(14,172)	(10,819)	(24,991)
Transfers	–	–	4,926	–	(4,926)	–	–	–
At 30 September 2014 (unaudited)	354,312	55,244	73,214	(40,614)	336,546	778,702	84,314	863,016

## 11. Financial guarantee liabilities

At 30 September 2014, the Company has provided financial guarantee for Tedahang's bank borrowing facilities of RMB350 million. The amount of borrowings drawn down by the joint venture as at 30 September 2014 was RMB194 million. An extract of the unaudited balance sheet of Tedahang as at 30 September 2014 as required under Rule 17.24 of the GEM Listing Rules is set out as follows:

	30 September 2014 RMB'000 (Unaudited)
<b>Current</b>	
Cash and cash equivalents	17,420
Other current assets	10,921
<b>Total current assets</b>	<b>28,341</b>
Financial liabilities	23,893
Other current liabilities	9,515
<b>Total current liabilities</b>	<b>33,408</b>
<b>Total current net assets</b>	<b>(5,067)</b>
<b>Non-current</b>	
Assets	353,575
Financial liabilities	169,793
Other non-current liabilities	22,465
<b>Total non-current liabilities</b>	<b>192,258</b>
<b>Total non-current net assets</b>	<b>161,317</b>
<b>Net assets</b>	<b>156,250</b>

A summary of the unaudited consolidated income statement of Tedahang for the nine months ended 30 September 2014 is set out as follows:

	For the nine months ended 30 September 2014 RMB'000 (Unaudited)
Revenue	20,774
Depreciation and amortisation	8,938
Interest income	285
Interest expense	(8,991)
<b>Losses before income tax</b>	<b>(19,918)</b>
Income tax expense	–
<b>Total losses for the period</b>	<b>(19,918)</b>
<b>Loss attributable to the parent company</b>	<b>(11,951)</b>

A reconciliation of the summarised financial information presented above to the carrying amount of the Company's interest in Tedahang is as follows:

	For the nine months ended 30 September 2014 RMB'000 (Unaudited)
At 1 January	176,168
Losses for the period	(19,918)
At 30 September	156,250
Interest in joint venture	93,750
Fair value adjustments on land use rights, property, plant and equipment	(10,722)
Carrying amount	83,028

## Management Discussion and Analysis

### Financial Review

For the nine months ended 30 September 2014, the Group recorded a turnover of RMB2,129,056,000, representing an increase of RMB246,795,000 or 13% as compared with RMB1,882,261,000 of the corresponding period last year. During the reporting period, the significant increase in turnover was mainly attributable to growth at different levels in the Group's materials procurement and related logistics service business, logistics service business for finished automobiles and components business, warehouse, agency and other logistic services business as compared with that of the corresponding period last year.

For the nine months ended 30 September 2014, overall gross profit margin for the Group was 3.50%, representing an increase of 0.23 percentage point as compared with 3.27% of the corresponding period last year. The stable increase in overall gross profit margin demonstrated stable operating results of different business segments of the Group.

For the nine months ended 30 September 2014, the share of results of associates of the Group was RMB15,645,000, representing an increase of RMB2,434,000 or 18% as compared with RMB13,211,000 of the corresponding period last year. The substantial increase in share of results of associates was mainly due to the increases at different levels in the operating results of logistic business of Tianxin Automobile Inspection Services Co., Ltd. and the logistics service for electronic components as compared with that of the corresponding period last year.

For the nine months ended 30 September 2014, net profit attributable to the equity holders of the Group amounted to RMB38,012,000, representing an increase of RMB16,002,000 or 73% as compared with RMB22,010,000 of the corresponding period last year. The substantial increase in net profit was mainly due to the following reasons: 1. during the reporting period, the headquarters of the Group and Tianjin Fengtian Logistics Co., Ltd., a controlling subsidiary, received the financial subsidies of RMB10,976,000, while there was no such income in the corresponding period last year; 2. the operating results of the logistics and supply chain services for finished automobiles and components maintained the recovery growth as compared to the corresponding period last year; 3. the income from investments in invested companies increased as compared to the corresponding period last year.

During the period under review, the Company did not purchase any financial derivative for investment or other purposes.

### Business Review

The principal businesses of the Group are logistics and supply chain services for finished automobiles and components, logistics and supply chain services for electronic components, materials procurement and related logistics services, cold chain logistics services and other services such as bonded warehouse, supervision and agency services. During the reporting period, the Group's materials procurement and related logistics services remained stable; the logistics and supply chain services for finished automobiles and components maintained recovery growth; other logistics businesses including bonded warehouse, transportation and agency recorded an improvement; the logistics and supply chain services for electronic components maintained growth by overcoming the unfavourable factor of downturn in the domestic economy; the cold chain logistics business had been making losses in the reporting period as it had commenced operation only for a short period of time.

#### *Logistics and supply chain services for finished automobiles and components*

During the reporting period, the throughput of the logistics services for domestic finished automobiles reached 327,792 sets, increasing by 11,741 sets or 3.7% compared with the corresponding period last year. During the reporting period, the throughput of logistics services of the imported automobile was 19,434 sets, increasing by 3,122 sets or 19% compared with the corresponding period last year. Turnover for the reporting period amounted to RMB651,386,000, representing an increase of RMB24,603,000 or 4% compared with the corresponding period last year.

#### *Materials procurement and related logistics services*

The turnover for the reporting period amounted to RMB1,405,215,000, representing an increase of RMB208,194,000 or 17% compared with the corresponding period last year.

#### *Other logistics services including bonded warehouse, transportation and agency*

The turnover for the reporting period amounted to RMB72,455,000, representing an increase of RMB13,998,000 or 24% compared with the corresponding period last year.

#### *Logistics and supply chain services for electronic components (conducted by investing in joint ventures)*

Turnover recorded for the reporting period amounted to RMB488,529,000, representing an increase of RMB62,299,000 or 15% as compared with the corresponding period last year.

## Outlook and Prospects

As indicated by the data released by China Federation of Logistics and Purchasing, the growth in the logistics industry in the first three quarters showed a trend of slowing down. Under this backdrop of the industry, the third quarterly results indicators of the Group continued the trend of sound growth as in the previous two quarters, with the logistics and supply chain services for finished automobiles and components maintaining recovery growth; and the materials procurement services and bonded warehouse services developing steadily. Various business data of the Group showed a trend of sound and stable development, and the overall results showed a slight increase over those of the corresponding period last year.

In future, the Group will actively explore new projects and step up the improvement of the processes of existing projects to enhance the advantages of resources integration. With the enhancement in the business structure of the cold chain logistics centre project of Tedahang and the gradual implementation of other new projects, the trend of development of the Group will continue to remain steady in the fourth quarter.

## Interim Dividend and Extraordinary General Meeting

The Board proposes the distribution of a first interim dividend of RMB0.05 per share for the period ended 30 September 2014. The total amount of dividends to be distributed is approximately RMB17,715,600. The proposal to declare and pay the first interim dividend will be approved at the extraordinary general meeting to be held on 12 January 2015. Dividends for domestic shares will be distributed and paid in RMB, whereas dividends for H shares will be distributed in RMB and paid in Hong Kong dollars. The exchange rate will be calculated based on the average median exchange rate of RMB to Hong Kong dollars (RMB0.7932 to HK\$1.00) announced by the People's Bank of China on the last continual five business days before the announcement of the third quarterly results (i.e. 5, 6, 7, 10 and 11 November 2014).

Pursuant to the Enterprise Income Tax Law of the People's Republic of China and the Rules for the Implementation of the Enterprise Income Tax Law of the People's Republic of China, both of which were implemented in 2008 and came into force from 1 January 2008, the Company shall be obliged to withhold and pay the enterprise income tax on behalf of non-resident enterprise shareholders whose names appear on the register of members of H shares of the Company with a tax rate of 10% when distributing any dividends to them. As such, any H shares of the Company registered other than in the name(s) of individual(s), including those registered in the name of HKSCC Nominees Limited, other nominees, trustees, or other organisations or groups, shall be deemed to be H shares held by non-resident enterprise shareholder(s) and the enterprise income tax shall be withheld from any dividends payable thereon. The Company shall comply with the relevant rules and regulations to withhold and pay the enterprise income tax on behalf of the relevant holders of H shares whose names appear on the register of members of H shares of the Company as of 21 January 2015 (Wednesday) for the interim dividend of H shares.

Pursuant to Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (the "Notice") issued by the State Administration of Taxation on 28 June 2011, the dividends to be distributed by the PRC non-foreign invested enterprises whose shares have been issued in Hong Kong to the overseas resident individual shareholders are subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries where they are residing and the PRC.

Pursuant to the aforesaid Notice, when the interim dividend is distributed to the Individual H Shareholders whose names appear on the register of members of H shares of the Company on 21 January 2015 (Wednesday), the Company will withhold and pay 10% of the dividend as individual income tax unless otherwise specified by the relevant tax regulations, tax agreements or the Notice.

Should the holders of H shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for advice in respect of the relevant tax impact on the possession and disposal of the H shares of the Company.

## **Closure of Register of Members for Interim Dividend**

The register of members of the Company will be closed from Friday, 16 January 2015 to Wednesday, 21 January 2015, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the interim dividend of the Company, all transfer documents together with the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 15 January 2015. Subject to approval at the extraordinary general meeting, dividends will be distributed around or before 13 March 2015 to shareholders whose names appear on the register of members of the Company on 21 January 2015.

## **Interests and Short Positions of Directors, Supervisors and Chief Executives in the Shares, Underlying Shares and Debentures of the Company or any of its associated corporations**

As at 30 September 2014, none of the Directors, supervisors and chief executives of the Company or their respective associates (within the meaning of the GEM Listing Rules) held interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have taken under the SFO), or which were recorded in the register required to be kept by the Company under section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

## **Rights of Directors, Supervisors and Chief Executives to Acquire Shares or Debentures of the Company**

So far as is known to the Directors, as at 30 September 2014, none of the Directors, supervisors and chief executives of the Company or any of their spouses and children under 18 years of age had any interest in the shares of the Company, or has been granted, or exercised, any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company or to purchase shares of the Company.

## Substantial Shareholders and Persons Holding Interests and Short Positions in the Shares and Underlying Shares of the Company

So far as is known to the Directors, chief executives and supervisors of the Company, as at 30 September 2014, the following persons (other than the Directors, supervisors and chief executives of the Company) held or were deemed to hold interests or short positions in the shares and underlying shares of the Company, which were required to be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, or were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name	Capacity	Number and class of shares (Note 1)	Approximate percentage of shareholding in the same class of shares	Approximate percentage of shareholding to the Company's total issued share capital
Tianjin Teda Investment Holding Co., Ltd.	Beneficial owner	150,420,051 (L) Domestic shares	58.74%	42.45%
Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd. 正大製藥投資(北京)有限公司	Beneficial owner	77,303,789 (L) Domestic shares	30.19%	21.82%
Chia Tai Land Company Limited 正大置地有限公司	Beneficial owner	28,344,960 (L) Domestic shares	11.07%	8%
Tianjin Port Development Holdings Limited	Beneficial owner	20,000,000 (L) H shares	20.36%	5.64%
Hongkong Topway Trading Co., Limited	Beneficial owner	10,000,000 (L) H shares	10.18%	2.82%
The National Council for Social Security Fund of the People's Republic of China	Beneficial owner	8,931,200 (L) H shares	9.09%	2.52%

On 7 June 2013, Tianjin Teda Investment Holding Co., Ltd. and Tianjin Economic and Technological Development Area State Asset Operation Company transferred 28,344,960 and 77,303,789 domestic shares of the Company held by them to Chia Tai Land Company Limited and Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd. respectively and completed the transfer of the shares. So far as is known to the Directors, chief executives and supervisors of the Company, as at 30 September 2014, the deemed interests of Chia Tai Land Company Limited, Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd. and their associates under Part XV of the SFO are as follows:

Name	Capacity	Number and class of shares (Note 1)	Approximate percentage of shareholding in the same class of shares	Approximate percentage of shareholding to the Company's total issued share capital
Chia Tai Land Company Limited 正大置地有限公司	Beneficial owner	28,344,960(L) Domestic shares	11.07%	8%
Fortune (Shanghai) Limited 富泰（上海）有限公司	Interest of corporation controlled by a substantial shareholder	28,344,960(L) Domestic shares	11.07%	8%
Charoen Pokphand Group (BVI) Holdings Limited 正大集團(BVI)控股有限公司	Interest of corporation controlled by a substantial shareholder	28,344,960(L) Domestic shares	11.07%	8%
CPG Overseas Company Limited	Interest of corporation controlled by a substantial shareholder	28,344,960(L) Domestic shares	11.07%	8%
Charoen Pokphand Group Co., Ltd.	Interest of corporation controlled by a substantial shareholder	28,344,960(L) Domestic shares	11.07%	8%
Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd. 正大製藥投資（北京）有限公司	Beneficial owner	77,303,789(L) Domestic shares	30.19%	21.82%
Sino Biopharmaceutical Limited 中國生物製藥有限公司	Interest of corporation controlled by a substantial shareholder	77,303,789(L) Domestic shares	30.19%	21.82%

Note:

- The letter "L" denotes the shareholders' long position in the share capital of the Company.

Save as disclosed in this announcement, so far as is known to the Directors, supervisors and chief executives of the Company, as at 30 September 2014, no any other persons (other than Directors, supervisors and chief executives of the Company) had interests or short positions which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO or, who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company and/or any subsidiary of the Company or, which were required to be recorded in the register referred to in section 336 of the SFO.

## Competition and Conflict of Interests

None of the Directors, management shareholders and substantial shareholders of the Company or their respective associates are engaged in business that competes or may compete with the business of the Group, nor do they have any other conflicts of interests with the Group.

## Corporate Governance Code

The Company has complied with the principles and code provisions in the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules throughout the period under review, except for the following deviations: according to code provision A.2.1, the roles of the chairman of the Board (the “Chairman”) and the chief executive officer (the “CEO”) should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and CEO should be clearly established and set out in writing.

As at 30 September 2014, Mr. Zhang Jian was both the Chairman and CEO of the Company who is responsible for managing the Board and the Group’s business. The Board considers that Mr. Zhang Jian has an in-depth understanding of the business operation of the Group and can make decisions which are in the interest of the shareholders as a whole in a timely manner. The combination of the roles of Chairman and CEO can effectively formulate and implement the strategies of the Group and react swiftly to changes in the market. The Board also considers that there is no immediate need to separate the roles of Chairman and CEO. However, the Board will continue to review the effectiveness of the Group’s corporate governance structure to assess whether the separation of the positions of Chairman and CEO is necessary.

## Audit Committee

The Company has established an audit committee with terms of reference, which clearly defines the powers and duties of the committee. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control systems of the Company, as well as providing opinion and recommendation to the Directors of the Company. The audit committee comprises three independent non-executive Directors, namely Mr. Zhou Zisheng, Mr. Cheng Xinsheng and Mr. Japhet Sebastian Law. Mr. Zhou Zisheng is the chairman of the audit committee. The audit committee has reviewed the Company’s unaudited results for the reporting period and respective recommendation and opinion have been made.

## Securities Transactions by Directors

The Company has not adopted the model code for securities transactions by Directors. However, having made specific enquiry to all Directors, the Company was not aware of any Directors’ non-compliance with the rules and standards for transactions and the code of conduct regarding securities transactions by the directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules during this reporting period.

## Purchase, Sale or Redemption of Listed Securities of the Company

During the period under review, neither the Company nor any of its subsidiaries have purchased, redeemed or sold or cancelled any listed securities of the Company.

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

Tianjin, the PRC  
12 November 2014

*As at the date of this announcement, the Board of the Company comprises Mr. Zhang Jian as executive Director; Mr. Xu Lifan, Mr. Cui Xuesong, Mr. Tse Ping and Mr. Yang Xiaoping as non-executive Directors; and Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law, Mr. Mei Xingbao and Mr. Zhou Zisheng as independent non-executive Directors.*

\* For identification purposes only