

香港交易及結算所有限公司及香港聯合交易所有限公司(「聯交所」)對本公告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本公告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。



天津濱海泰達物流集團股份有限公司  
Tianjin Binhai Teda Logistics (Group) Corporation Limited\*

(於中華人民共和國註冊成立之股份有限公司)

(股份代號：8348)

截至二零二二年九月三十日止九個月的  
第三季度業績公告

天津濱海泰達物流集團股份有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然宣佈本公司及其附屬公司(統稱「本集團」)截至二零二二年九月三十日止九個月的未經審核簡明合併財務業績。本公告載列本公司二零二二年第三季度報告(「第三季度報告」)全文，並遵守聯交所GEM證券上市規則(「GEM上市規則」)中有關季度業績初步公告隨附資料的相關規定。第三季度報告的印刷版本將適時寄發予本公司股東，並可於聯交所網站www.hkexnews.hk及本公司網站www.tbtl.cn閱覽。

承董事會命

天津濱海泰達物流集團股份有限公司

主席

楊衛紅

中國，天津

二零二二年十一月十日

於本公告日期，董事會包括執行董事楊衛紅先生；非執行董事李健先生、徐志敏先生、周志遠先生及張炎先生；及獨立非執行董事程新生先生、何勇軍先生、羅文鈺先生及彭作文先生。

本公告乃遵照GEM上市規則而刊載，旨在提供有關本公司的資料；各董事願就本公告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且無遺漏任何其他事項，足以令致本公告或其所載任何陳述產生誤導。

本公告將由刊登之日起七天於聯交所網站 [www.hkexnews.hk](http://www.hkexnews.hk)「最新上市公司公告」網頁刊載。本公告亦將登載於本公司網站 [www.tbtl.cn](http://www.tbtl.cn)。

\* 僅供識別

**CHARACTERISTICS OF GEM (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, 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 report.*

*This report, 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 GEM of The Stock Exchange of Hong Kong Limited (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 report 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 report misleading.*

**香港聯合交易所有限公司(「聯交所」)GEM(「GEM」)的特色**

**GEM**的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市的公司普遍為中小型公司，在**GEM**買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在**GEM**買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，且明確表示概不就因本報告全部或任何部份內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本報告乃遵照《香港聯合交易所有限公司之GEM證券上市規則》(「GEM上市規則」)而刊載，旨在提供有關天津濱海泰達物流集團股份有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告所載內容共同及個別承擔全部責任。各董事在作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且無遺漏任何事項，足以令本報告或其所載任何陳述產生誤導。

## HIGHLIGHTS

The following are the financial highlights during the nine months ended 30 September 2022:

- Total turnover amounted to approximately RMB2,193,342,000 (corresponding period in 2021: RMB2,281,183,000), representing a decrease of approximately 3.85% as compared with the corresponding period last year.
- Gross profit was approximately RMB107,539,000 (corresponding period in 2021: RMB135,087,000), representing a decrease of approximately 20.39% as compared with the corresponding period last year.
- Gross profit margin was approximately 4.9%, representing a decrease of approximately 1.02 percentage points as compared with 5.92% achieved in the corresponding period last year.
- Profit attributable to owners of the Company amounted to approximately RMB15,128,000 (corresponding period in 2021: RMB23,954,000), representing a decrease of approximately 36.85% as compared with the corresponding period last year.
- Earnings per share was RMB4.3 cents (corresponding period in 2021: RMB6.8 cents).

## 摘要

截至二零二二年九月三十日止九個月期間，財務摘要如下：

- 營業收入總計約為人民幣2,193,342,000元，（二零二一年同期：人民幣2,281,183,000元），較上年同期下降約為3.85%。
- 毛利約為人民幣107,539,000元，（二零二一年同期：人民幣135,087,000元），較上年同期下降約為20.39%。
- 毛利率約為4.9%，較上年同期5.92%下降約1.02個百分點。
- 本公司擁有人應佔溢利約為人民幣15,128,000元，（二零二一年同期：人民幣23,954,000元），較上年同期下降約為36.85%。
- 每股盈利為人民幣4.3分（二零二一年同期：人民幣6.8分）。

## UNAUDITED CONSOLIDATED THIRD QUARTERLY REPORT RESULTS OF 2022

The board of Directors (the “Board”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the “Company”) hereby announces the unaudited results of the Company and its subsidiaries (collectively the “Group”) for the nine months ended 30 September 2022 together with the unaudited comparative data for the corresponding period in 2021.

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the nine months ended 30 September 2022

## 二零二二年未經審核合併第三季度業績

天津濱海泰達物流集團股份有限公司(「本公司」)董事會(「董事會」)謹此公佈本公司及其附屬公司(統稱「本集團」)截至二零二二年九月三十日止九個月的未經審核業績，連同二零二一年同期的未經審核比較數據。

## 簡明合併損益及其他全面收入表 (未經審核)

截至二零二二年九月三十日止九個月

		For the nine months ended 30 September 截至九月三十日止九個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
		Notes 附註	
Revenue	收入	4	2,193,342
Cost of sales	銷售成本		(2,085,803)
<b>Gross profit</b>	<b>毛利</b>		<b>107,539</b>
Administrative expenses	行政開支		(39,746)
Other gains and losses - net	其他收益與虧損－淨額	6	(24,615)
Impairment loss of trade receivables, bills receivables and other receivables, net	貿易應收款項、應收票據及其他應收款項減值虧損淨額		—
<b>Operating profit</b>	<b>營業溢利</b>		<b>43,178</b>
Finance costs	融資成本		(14,557)
Share of results of investments accounted for using the equity method	採用權益法入賬的應佔投資業績		34,702
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>		<b>63,323</b>
Income tax expense	所得稅開支	7	(19,939)
<b>Profit and total comprehensive income for the period</b>	<b>期內溢利及期內全面收入總額</b>		<b>43,384</b>
Attributable to:	下列各方應佔：		60,994
Owners of the Company	本公司擁有人		15,128
Non-controlling interests	非控股權益		28,256
Earnings per share	每股盈利		
—Basic and diluted (RMB cents)	—基本及攤薄(人民幣分)	9	4.3
			6.8

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

For the nine months ended 30 September 2022

### 1. GENERAL

The Company was established as an investment holding joint stock limited 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") 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 in preparation of the listing of the Company's overseas listed foreign shares (the "H Shares") on the GEM, the Company became the holding company of the Group in June 2006. The Company's H Shares were listed on the GEM 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 held by them to Chia Tai Company and Chia Tai Pharmaceutical Company respectively. The two aforementioned domestic share transfers were approved by the relevant state-owned assets supervision and administration authorities of the PRC. The registration procedures of the related transfers have been completed on 7 June 2013.

The Group is principally engaged in the provision of comprehensive logistics services in the PRC, mainly including supply chain solutions and materials procurement and related logistics services.

## 簡明合併財務資料附註（未經審核）

截至二零二二年九月三十日止九個月

### 1. 一般資料

本公司由其發起人天津泰達投資控股有限公司（「泰達控股」）及天津經濟技術開發區國有資產經營公司（「天津開發區資產公司」）於二零零六年六月二十六日在中華人民共和國（「中國」）成立為投資控股股份有限公司。泰達控股及天津開發區資產公司分別由天津市人民政府國有資產監督管理委員會（「天津市國資委」）和天津經濟技術開發區管理委員會（「天津開發區管理委員會」）控制。

根據為籌備本公司之海外上市外資股（「H股」）在GEM上市而進行的集團重組，本公司於二零零六年六月成為本集團之控股公司。本公司的H股於二零零八年四月三十日在GEM上市。

於二零一一年十一月十八日，泰達控股與正大置地有限公司（「正大置地」）簽署一項股份轉讓協議，而天津開發區資產公司與正大製藥投資（北京）有限公司（「正大製藥」）簽署一項股份轉讓協議。據此，泰達控股與天津開發區資產公司同意分別向正大置地及正大製藥轉讓其持有的本公司內資股28,344,960股（普通股的8%）及77,303,789股（普通股的21.82%）。上述兩項內資股轉讓已獲得中國相關國有資產監督管理機構批准，於二零一三年六月七日，轉讓的股份過戶手續已經完成。

本集團致力於在中國提供綜合物流服務，主要包括供應鏈解決方案及物資採購及相關物流服務。

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.

本集團主要業務於中國進行。合併財務報表以本公司功能貨幣人民幣(「人民幣」)呈列。

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Boards (the "IASB"). The unaudited condensed consolidated financial statements have also been prepared to comply with the applicable disclosure requirements of the Hong Kong Companies Ordinances and Chapter 18 of the GEM Listing Rules.

## 2. 編製基準

本未經審核簡明合併財務報表乃根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)而編製。本未經審核簡明合併財務報表亦根據香港公司條例及GEM上市規則第十八章之適用披露規定而編製。

## 3. SIGNIFICANT ACCOUNTING POLICIES

In the Reporting Period, the Group has applied the following amendments to IFRSs issued by the IASB, for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2022 for the preparation of the unaudited condensed consolidated financial statements:

## 3. 重大會計政策

於本報告期間，本集團編製的未經審核簡明合併財務報表時已首次應用於二零二二年一月一日或之後開始的年度期間強制生效的下列國際會計準則理事會頒佈的經修訂之國際財務報告準則：

IFRS 3 (Amendments)	Reference to the Conceptual Framework	國際財務報告準則第3號(修訂本)	概念框架的提述
IFRS 16 (Amendments)	Covid-19-Related Rent Concessions beyond 30 June 2021	國際財務報告準則第16號(修訂本)	二零二一年六月三十日後Covid-19相關租金寬免
IAS 16 (Amendments)	Property, Plant and Equipment — Proceeds before Intended Use	國際會計準則第16號(修訂本)	物業、廠房及設備—於作擬定用途前之所得款項
IAS 37 (Amendments)	Onerous Contracts — Cost of Fulfilling a Contract	國際會計準則第37號(修訂本)	虧損性合約—履行合約之成本
IFRSs (Amendments)	Annual Improvements to IFRSs 2018–2020	國際財務報告準則(修訂本)	國際財務報告準則二零一八年至二零二零年之年度改進

The application of the amendments to IFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated financial statements.

#### 4. SEGMENT INFORMATION

The Group has two operating segments, which are managed independently by the responsible segment management bodies in line with the products and services offered and the distribution channels and customer profiles involved. Components of entity are defined as segments on the basis of the existence of segment managers with revenue and segment results (profit before tax less interest income, finance cost and corporate expenses) responsibility who report directly to the Group's senior management who make strategic decisions.

Principal activities of the two reportable segments of the Group are as follows:

- a. Logistics and supply chain services for finished automobiles and components – Provision of logistics services and supply chain management, i.e. planning, storage and transportation management for finished automobiles and components;
- b. Materials procurement and related logistics services – Sale of raw materials to customers comprising principally trading companies and provision of related services of transportation, management, storage, warehouse supervising and management.

於本期間應用經修訂之國際財務報告準則並無對本集團本期間及過往期間財務狀況及表現及／或該等未經審核簡明合併財務報表所載披露產生重大影響。

#### 4. 分部資料

本集團的經營分部分為兩大類；該等分部由負責的分部管理組織按所提供的產品及服務以及所涉及的分銷渠道和客戶組合獨立地管理。實體組成部份按存在肩負直接向負責作出策略性決策的本集團高級管理層報告收入和分部業績(除稅前溢利減利息收入、融資成本及公司開支)職責的分部管理人作出分類。

本集團兩個可呈報分部之主要業務如下：

- a. 汽車整車及零部件供應鏈物流服務－提供物流服務及供應鏈管理，即有關汽車整車及零部件的規劃、儲存及運輸管理；
- b. 物資採購及相關物流服務－向主要為貿易公司之客戶銷售原材料及提供運輸、管理、儲存、貨倉監督及管理等相关服務。



For the nine months ended 30 September 2022

截至二零二二年九月三十日止九個月

		Logistics and supply chain services for finished automobiles and components	Materials procurement and related logistics services	Reportable segments subtotal	All other segments	Total
	汽車整車及 零部件供應鏈 物流服務	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	收入	1,023,259	1,138,358	2,161,617	42,637	2,204,254
Inter-segment revenue	分部間的收入	—	(2,527)	(2,527)	(8,385)	(10,912)
Revenue from external customers	來自外部客戶的 收入	1,023,259	1,135,831	2,159,090	34,252	2,193,342
Segment results	分部業績	76,410	(14,212)	(62,198)	(9,981)	72,179
Share of results of investments accounted for using the equity method	採用權益法入賬的 應佔投資業績					34,702
Unallocated other income	未分配其他收入					12,089
Unallocated corporate expenses	未分配公司開支					(41,090)
Finance costs	融資成本					(14,557)
Profit before income tax	除所得稅前溢利					63,323
Income tax expense	所得稅開支					(19,939)
Profit for the period	期內溢利					43,384
Other information:	其他資料：					
Depreciation and amortisation	折舊及攤銷	(18,483)	(668)	(19,151)	(4,626)	(23,777)
Income tax expense	所得稅開支	(19,845)	(40)	(19,885)	(54)	(19,939)

For the nine months ended 30 September 2021

截至二零二一年九月三十日止九個月

	Logistics and supply chain services for finished automobiles and components	Materials procurement and related logistics services	Reportable segments subtotal	All other segments	Total	
	汽車整車及零部件供應鏈	物資採購及相關物流服務	可呈報分部小計	所有其他分部	總計	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
Revenue	收入	1,020,177	1,231,519	2,251,696	44,672	2,296,368
Inter-segment revenue	分部間的收入	—	(5,481)	(5,481)	(9,704)	(15,185)
Revenue from external customers	來自外部客戶的收入	1,020,177	1,226,038	2,246,215	34,968	2,281,183
Segment results	分部業績	101,266	(49,154)	52,112	12,414	64,526
Share of results of investments accounted for using the equity method	採用權益法入賬的應佔投資業績					27,512
Unallocated other income	未分配其他收入					13,572
Unallocated corporate expenses	未分配公司開支					(3,696)
Finance costs	融資成本					(14,567)
Profit before income tax	除所得稅前溢利					87,347
Income tax expense	所得稅開支					(26,353)
Profit for the period	期內溢利					60,994
Other information:	其他資料:					
Depreciation and amortisation	折舊及攤銷	(20,880)	(334)	(21,214)	(4,148)	(25,362)
Income tax expense	所得稅開支	(26,141)	—	(26,141)	(212)	(26,353)

## 5. EXPENSES BY NATURE

		<b>For the nine months ended 30 September</b> 截至九月三十日止九個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Depreciation and amortisation	折舊與攤銷	23,777	25,362
Other expenses	其他開支	15,969	19,861
Cost of sales	銷售成本	2,085,803	2,146,096
Total cost of sales and administrative expenses	銷售成本及行政開支總額	2,125,549	2,191,319

## 5. 按性質分類的支出

For the nine months ended  
30 September  
截至九月三十日止九個月

## 6. OTHER GAINS AND LOSSES, NET

		<b>For the nine months ended 30 September</b> 截至九月三十日止九個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Interest income	利息收入	12,089	13,572
Government grant	政府補助	1,183	2,445
Litigation compensation	訴訟賠償款	(37,935)	—
Others	其他	48	(141)
		(24,615)	15,876

## 6. 其他收益與虧損淨額

For the nine months ended  
30 September  
截至九月三十日止九個月



## 9. EARNINGS PER SHARE

## 9. 每股盈利

For the nine months ended  
30 September

截至九月三十日止九個月

		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Profit for the period attributable to owners of the Company and earnings for the purpose of calculating basic and diluted earnings per share	本公司擁有人應佔期內溢利及計算每股基本及攤薄盈利之盈利	15,128	23,954

Number of Shares

股份數目

For the nine months ended  
30 September

截至九月三十日止九個月

		2022 二零二二年 '000 千股 (Unaudited) (未經審核)	2021 二零二一年 '000 千股 (Unaudited) (未經審核)
Weighted average number of shares for the purpose of calculating basic and diluted earnings per share	計算每股基本及攤薄盈利之股份加權平均數	354,312	354,312

## 10. SHARE CAPITAL AND RESERVES

## 10. 股本及儲備

Attributable to owners of the Company  
本公司擁有人應佔

		Attributable to owners of the Company					Attributable to owners of the parent company		Non-controlling interests	Total
		Share capital	Share premium	Statutory reserves	Other reserves	Retained earnings	parent company	Non-controlling interests		
		股本	股份溢價	法定公積金	其他儲備	保留盈利	擁有人應佔	非控股權益	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
At 1 January 2021 (Audited)	於二零二一年一月一日 (經審核)	354,312	55,244	98,750	(40,614)	365,852	833,544	134,146	967,690	
Profit and total comprehensive income for the period	期內溢利及全面收入總額	—	—	—	—	23,954	23,954	37,040	60,994	
Dividends paid to non-controlling interest	已付非控股權益股息	—	—	—	—	—	—	(42,576)	(42,576)	
Transfer to statutory reserves	轉撥至法定公積金	—	—	9,341	—	(9,341)	—	—	—	
<b>At 30 September 2021 (Unaudited)</b>	於二零二一年九月三十日 (未經審核)	354,312	55,244	108,091	(40,614)	380,465	857,498	128,610	986,108	
At 1 January 2022 (Audited)	於二零二二年一月一日 (經審核)	354,312	55,244	105,361	(62,381)	394,308	846,844	137,196	984,040	
Profit and total comprehensive income for the period	期內溢利及全面收入總額	—	—	—	—	15,128	15,128	28,256	43,384	
Dividends paid to non-controlling interest	已付非控股權益股息	—	—	—	—	—	—	(41,795)	(41,795)	
Transfer to statutory reserves	轉撥至法定公積金	—	—	5,042	—	(5,042)	—	—	—	
<b>At 30 September 2022 (Unaudited)</b>	於二零二二年九月三十日 (未經審核)	354,312	55,244	110,403	(62,381)	404,394	861,972	123,657	985,629	

## 11. FINANCIAL GUARANTEE LIABILITIES

The Company provided a guarantee for wholly-owned subsidiary Tianjin TEDA Supply Chain Technology Co., Ltd. (“TEDA Supply Chain”) in respect of the bank loan in the amount of RMB4,000,000 drawn down by TEDA Supply Chain with maturity date on 26 September 2023.

## 12. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period’s presentation.

## 11. 財務擔保責任

本公司向全資附屬公司天津泰達供應鏈科技有限公司(「泰達供應鏈」)提供有關金額為人民幣4,000,000元泰達供應鏈已向銀行提取之貸款的擔保，到期日為二零二三年九月二十六日。

## 12. 比較數字

若干比較數字已重新分類，以符合本期間的呈列方式。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

For the nine months ended 30 September 2022 (the “Reporting Period”), the Group recorded a turnover of RMB2,193,342,000, representing a decrease of RMB87,841,000 or 3.85% as compared with the turnover of RMB2,281,183,000 of the corresponding period last year. During the Reporting Period, the logistics and supply chain services for finished automobiles and components recorded an increase as compared with the corresponding period last year, the bonded warehouse service, supervision and transportation services recorded an increase as compared with the corresponding period last year, and the materials procurement and related logistics services business recorded a decrease as compared with the corresponding period last year.

For the nine months ended 30 September 2022, the overall gross profit margin for the Group was 4.9%, representing a decrease of 1.02 percentage points as compared with the overall gross profit margin of 5.92% of the corresponding period last year, which was mainly attributable to a decrease in the gross profit margin of the logistics and supply chain services for finished automobiles and components of the Group as compared with the corresponding period last year.

For the nine months ended 30 September 2022, the management expense for the Group was RMB39,746,000, representing a decrease of RMB5,477,000 or 12.11% as compared with the management expense of RMB45,223,000 of the corresponding period last year.

For the nine months ended 30 September 2022, the share of results of joint ventures and associates of the Group was RMB34,702,000, representing an increase of RMB7,190,000 or 26.13% as compared with RMB27,512,000 of the corresponding period last year. The increase in the share of results of joint ventures and associates was mainly due to the significant increase in the operating results of Tianjin Alps Teda Logistics Co., Ltd. and Tedahang Cold Chain Logistics Co., Ltd. as compared to the corresponding period last year.

## 管理層討論與分析

### 財務回顧

本集團截至二零二二年九月三十日止九個月(「本報告期」)實現營業收入人民幣2,193,342,000元，較上年同期營業收入人民幣2,281,183,000元減少人民幣87,841,000元，降幅為3.85%。於本報告期內，汽車整車及零部件供應鏈物流服務較上年同期有所增長，保稅倉儲服務、監管及運輸服務較上年同期均有所增長，而物資採購及相關物流服務業務較上年同期有所下降。

本集團截至二零二二年九月三十日止九個月的整體毛利率為4.9%，較上年同期的整體毛利率5.92%下降1.02個百分點。整體毛利率下降的主要原因是本集團之汽車整車及零部件供應鏈物流服務毛利率較上年同期有所下降。

本集團截至二零二二年九月三十日止九個月管理費用為人民幣39,746,000元，較上年同期管理費用減少人民幣5,477,000元(上年同期人民幣45,223,000元)，降幅為12.11%。

本集團截至二零二二年九月三十日止九個月應佔合營聯營公司業績為人民幣34,702,000元，較上年同期增加人民幣7,190,000元(上年同期人民幣27,512,000元)，增幅為26.13%。應佔合營聯營公司業績上升的主要原因是合營企業天津泰達阿爾卑斯物流有限公司及泰達行(天津)冷鏈物流有限公司經營業績較上年同期大幅增長。



For the nine months ended 30 September 2022, the finance cost for the Group was RMB14,557,000, representing a decrease of RMB10,000 or 0.07% as compared with the finance cost of RMB14,567,000 of the corresponding period last year, which remained stable as compared with the corresponding period last year.

For the nine months ended 30 September 2022, the profit attributable to equity holders of the Group amounted to RMB15,128,000, representing a decrease of RMB8,826,000 or 36.85% as compared with the profit of RMB23,954,000 of the corresponding period last year, which was mainly due to the recognition of litigation compensation involving Guofu (Shanghai) Asset Management Co., Ltd. (“Guofu Shanghai”).

Regarding the case of contractual disputes where Guofu Shanghai (as the plaintiff) sued Guoben (Xiamen) Supply Chain Management Co., Ltd, the Company and Guoben Holdings Co., Ltd., the Company received the second-instance judgment (the “Judgment”) on 29 September 2022. For details of the Judgment, please refer to the announcement issued by the Company on 29 September 2022 in relation to the update on litigation. According to the Judgment, the Company considered the likelihood of the payment of relevant compensation to be high after communication with all relevant parties and preliminary assessment. Based on prudent considerations, the Company has made a provision of RMB37,935,000 (the “Amount”) for the litigation compensation. The Amount is an estimate and may differ from the final compensation paid.

## 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, container yard, supervision, agency and transportation services.

Due to the novel coronavirus (COVID-19) pneumonia pandemic (the “Pandemic”) since 2020, although the operating revenue of the logistics and supply chain services for finished automobiles and components business increased slightly as compared with the corresponding period last year, the gross profit margin decreased significantly as compared with the corresponding period last year, which resulted in a large decrease in the operating results as compared with the corresponding period last year.

本集團截至二零二二年九月三十日止九個月財務費用為人民幣14,557,000元，較上年同期財務費用減少人民幣10,000元（上年同期人民幣14,567,000元），降幅為0.07%，與上年同期相比基本持平。

本集團截至二零二二年九月三十日止九個月權益持有人應佔溢利為人民幣15,128,000元，較上年同期溢利減少人民幣8,826,000元（上年同期人民幣23,954,000元）降幅為36.85%。業績下降的主要原因是確認一宗涉及國釜（上海）資產管理有限公司（「國釜上海」）的訴訟賠償。

有關國釜上海（作為原告）起訴國本（廈門）供應鏈管理有限公司、本公司及國本控股有限公司的合同糾紛案件，本公司於二零二二年九月二十九日收到二審判決書（「該判決」），有關該判決的詳情，請參閱本公司於二零二二年九月二十九日有關訴訟進展的公告。根據該判決，本公司經與各方溝通並初步評估認為支付相關賠償的可能性較高。出於審慎原則，本公司已經計提了人民幣37,935,000元（「該金額」）的訴訟賠償款，該金額為預估款，最終賠償款可能與該金額不同。

## 業務回顧

本集團之業務主要為汽車整車及零部件供應鏈物流服務業務、電子零部件供應鏈物流服務業務、物資採購及相關的物流服務業務、冷鏈物流服務業務及保稅倉儲服務、集裝箱堆場服務、監管、代理、運輸等其他服務業務。

受二零二零年以來新型冠狀病毒（COVID-19）肺炎疫情（「疫情」）影響，本集團汽車整車及零部件供應鏈物流服務業務營業收入較上年同期雖略有增長，但毛利率較上年同期出現大幅下降，導致經營業績較上年同期大幅下降。

The Group recorded a decrease in operating revenue of the materials procurement and related logistics services business during the Reporting Period as compared with the corresponding period last year, both gross profit and operating results recorded an increase as compared with the corresponding period last year.

During the Reporting Period, the bonded warehouse, transportation and supervision business of a subsidiary of the Group recorded a decrease in its operating revenue and gross profit as compared with the corresponding period last year, which resulted in a decrease in the operating results as compared with the corresponding period last year.

Tianjin Alps Teda Logistics Co., Ltd., a joint venture of the Group, recorded a significant increase in the operating revenue and operating results as compared with that of the corresponding period last year. Dalian Alps Teda Logistics Co., Ltd., a joint venture of the Group, recorded a slight decrease in operating revenue and operating results as compared with that of the corresponding period last year.

Since the outbreak of the Pandemic, Tedahang Cold Chain Logistics Co., Ltd., an associate of the Group, has been operating at high load at its warehouses and recorded a substantial increase in custom clearance agency business, and a significant increase in the operating results as compared to the corresponding period last year.

### **Logistics and Supply Chain Services for Finished Automobiles and Components**

During the Reporting Period, the throughput of the logistics services for domestic finished automobiles was 387,720 sets, representing a decrease of 19,812 sets or 4.86% as compared to 407,532 sets of the corresponding period last year. During the Reporting Period, the throughput of logistics services for the imported automobiles was 39,868 sets, representing a decrease of 7,869 sets or 16.48% as compared to 47,737 sets of the corresponding period last year. The turnover recorded for the Reporting Period amounted to RMB1,023,259,000, representing an increase of RMB3,082,000 or 0.30% as compared with the corresponding period last year.

### **Materials Procurement and Related Logistics Services**

During the Reporting Period, the operating revenue amounted to RMB1,135,831,000, representing a decrease of RMB90,207,000 or 7.36% as compared with the corresponding period last year.

本集團物資採購及相關物流服務業務於本報告期內營業收入較上年同期有所下降，毛利較上年同期有所增長，經營業績較上年同期有所增長。

本集團之子公司保稅倉儲、運輸、監管業務於本報告期內營業收入及毛利較上年同期均有所下降，導致經營業績較上年同期有所下降。

本集團之合營企業天津泰達阿爾卑斯物流有限公司營業收入和經營業績較上年同期大幅增長。本集團之合營企業大連泰達阿爾卑斯物流有限公司的營業收入和經營業績較上年同期實現小幅下降。

自疫情爆發以來，本集團之聯營企業泰達行(天津)冷鏈物流有限公司倉庫持續保持高負荷運轉，通關代理業務大幅上升，經營業績較上年同期大幅增長。

### **汽車整車及零部件供應鏈物流服務**

本報告期內，國產整車物流服務量為387,720台，較上年同期407,532台減少19,812台，降幅為4.86%；本報告期內，進口車物流服務量為39,868台，較上年同期47,737台減少7,869台，降幅為16.48%。本報告期內，實現營業收入人民幣1,023,259,000元，較上年同期增加人民幣3,082,000元，增幅為0.30%。

### **物資採購及相關物流服務**

本報告期內，實現營業收入人民幣1,135,831,000元，較上年同期減少人民幣90,207,000元，降幅為7.36%。

### **Warehousing, Supervision, Agency and Other Services**

During the Reporting Period, the operating revenue of the warehousing, supervision, agency and other services amounted to RMB34,252,000, representing a decrease of RMB716,000 or 2.05% as compared with the corresponding period last year.

### **Logistics and Supply Chain Services for Electronic Components (Conducted through Investments in Joint Ventures)**

During the Reporting Period, the operating revenue amounted to RMB768,639,000, representing an increase of RMB87,425,000 or 12.83% as compared with the corresponding period last year.

### **Cold Chain Logistics Services (Conducted through Investments in Joint Ventures)**

During the Reporting Period, the operating revenue amounted to RMB193,764,000, representing an increase of RMB28,851,000 or 17.49% as compared with the corresponding period last year.

## **PROSPECTS AND OUTLOOK**

According to the National Bureau of Statistics of the PRC, in the first three quarters of 2022, the gross domestic product (GDP) grew by 3.0% year-on-year. The uncertain global political and economic situation, the ongoing Russia-Ukraine conflict and the recurring outbreak of the Pandemic in certain regions domestically have put pressure on the domestic and global post-Pandemic recovery. During the Reporting Period, the Group recorded varying degrees of decrease in the results of automobile logistics business and other traditional logistics business as compared with the corresponding period last year and recorded an increase in the results of logistics and supply chain services for electronic components as compared with the corresponding period last year. As a result of the above and the litigation compensation expense, the Group's overall performance recorded a considerable decrease as compared with the corresponding period last year.

### **倉儲、監管、代理及其他服務**

本報告期內，倉儲、監管、代理及其他服務實現營業收入人民幣34,252,000元，較上年同期減少人民幣716,000元，降幅為2.05%。

### **電子零部件供應鏈物流服務(通過投資合營公司來進行)**

本報告期內，實現營業收入人民幣768,639,000元，較上年同期增加人民幣87,425,000元，增幅為12.83%。

### **冷鏈物流服務(通過投資合營公司來進行)**

本報告期內，實現營業收入人民幣193,764,000元，較上年同期增加人民幣28,851,000元，增幅為17.49%。

## **前景展望**

中國國家統計局發佈的數據顯示，二零二二年前三季度國內生產總值(GDP)同比增長3.0%。不明朗的全球政治經濟局勢，持續的俄烏衝突，國內頻發的局地疫情，給中國和全球疫情衝擊後的復蘇帶來壓力。本報告期內，本集團汽車物流業務及其他傳統物流業務業績較去年同期業績出現不同程度的下降，電子零部件供應鏈物流業務較去年同期有所上升，及因訴訟引起的賠償支出，本集團總體業績較去年同期呈現一定程度的下降。

For the next quarter, the downward pressure on the domestic economy remains substantial. The Group will continue to brace itself for complicated situations. Based on the work of pandemic prevention and control and safe production, the Group will center on operation performance, weaken the impact of the decline in the results of automobile logistics business, continue to develop logistics and supply chain services for electronic components and other traditional logistics business to minimize the adverse effects. While consolidating its main business, the Group will focus on budget control, strengthen cost reduction and efficiency improvement measures, actively explore new businesses, adjust the revenue structure, and enhance its ability to create value for customers. The Group is confident to overcome the current difficulties, create good performance and achieve high-quality development.

#### **DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS**

As of 30 September 2022, none of the Directors, supervisors and chief executives of the Company 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 the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO") (Part XV of the 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 been deemed or have been considered to have 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 otherwise required to be notified to the Company and Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

#### **DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES OF THE COMPANY**

So far as is known to the Directors, as at 30 September 2022, none of the Directors, supervisors and chief executives of the Company 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.

未來一個季度，國內經濟下行壓力依然較大，本集團將繼續做好應對複雜局面的準備，在做好疫情防控和安全生產的基礎上，繼續堅持以經營效益為中心，降低汽車物流業績下降的影響，繼續推動電子零部件供應鏈物流業務及其他傳統物流業務的開拓，將不利影響降到最低。在鞏固主業的同時，本集團將重點抓實預算管控，加強降本增效措施，積極開拓新業務，調整收入結構，提升為客戶創造價值的能力。本集團有信心克服當前困難，創造良好業績，實現高質量發展。

#### **董事、監事及最高行政人員於本公司或任何相關法團之股份、相關股份及債券之權益及／或淡倉**

於二零二二年九月三十日，本公司的董事、監事及最高行政人員在本公司或其任何相聯法團(定義見香港法例第571章《證券及期貨條例》(「證券及期貨條例」)第XV部)的股份、相關股份或債權證中，並無擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例彼等被視作或當作擁有的權益或淡倉)，或根據證券及期貨條例第352條記錄在本公司須按該條例規定備存的登記冊內的權益或淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益或淡倉。

#### **董事、監事及最高行政人員購買本公司股份或債權證的權利**

就董事所知，於二零二二年九月三十日，本公司的董事、監事及最高行政人員並無本公司任何股份權益，或獲授予任何權利或行使任何權利以認購本公司的股份(或認股權證或債權證(如適用))或購買本公司股份。

## 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, supervisors and chief executives of the Company, as at 30 September 2022, the following persons (other than the Directors, supervisors and chief executives of the Company) had or were deemed to have interests or short positions in the shares and underlying shares of the Company, which were required to be disclosed to the Company pursuant to 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 directly or indirectly hold 5% or more interests 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:

## 主要股東及於本公司股份及相關股份持有權益及淡倉的人士

就本公司的董事、監事及最高行政人員所知，於二零二二年九月三十日，下列人士(本公司董事、監事及最高行政人員除外)擁有或被視作擁有本公司股份及相關股份的權益或淡倉，而根據證券及期貨條例第XV部第2及3分部向本公司披露，或根據證券及期貨條例第336條記錄在本公司須按規定備存的登記冊內的權益或淡倉，或在本集團任何集團成員的股東大會上直接或間接持有在任何情況下附有投票權的任何類別股本5%或以上之權益的人士如下：

Name	Capacity	Number and class of shares	Approximate percentage of shareholding in the same class of shares	Approximate percentage of shareholding to the Company's total issued share capital
名稱	身份	股份數目及類別 (Note 1) (附註1)	於同一類別 股份持股量 概約百分比	於本公司 已發行股本 總數持股量 概約百分比
Tianjin TEDA Investment Holding Co., Ltd. 天津泰達投資控股有限公司	Beneficial owner 實益持有人	150,420,051 (L) Domestic shares 150,420,051 股 (L) 內資股	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 實益持有人	77,303,789 (L) Domestic shares 77,303,789 股 (L) 內資股	30.19%	21.82%
Chia Tai Land Company Limited 正大置地有限公司	Beneficial owner 實益持有人	28,344,960 (L) Domestic shares 28,344,960 股 (L) 內資股	11.07%	8%
Tianjin Port Development Holdings Limited 天津港發展控股有限公司	Beneficial owner 實益持有人	20,000,000 (L) H Shares 20,000,000 股 (L) H 股	20.36%	5.64%
Hongkong Topway Trading Co., Limited 香港拓威貿易有限公司	Beneficial owner 實益持有人	10,000,000 (L) H Shares 10,000,000 股 (L) H 股	10.18%	2.82%

On 7 June 2013, TEDA Holding and TEDA Asset Company transferred 28,344,960 and 77,303,789 domestic shares of the Company held by them to Chia Tai Company and Chia Tai Pharmaceutical Investment Company 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 2022, the deemed interests of Chia Tai Company, Chia Tai Pharmaceutical Company and their associates under Part XV of the SFO are as follows:

於二零一三年六月七日，泰達控股和天津開發區資產公司分別將所持有本公司內資股28,344,960股及77,303,789股轉讓給正大置地及正大製藥投資，股份過戶手續完成。據本公司董事、主要行政人員及監事所知，於二零二二年九月三十日，正大置地、正大製藥及其聯繫人士於證券及期貨條例第XV部項下的視作權益如下：

Name	Capacity	Number and class of shares	Approximate percentage of shareholding in the same class of shares	Approximate percentage of shareholding to the Company's total issued share capital
名稱	身份	股份數目及類別 (Note 1) (附註1)	於同一類別 股份持股量 概約百分比	於本公司 已發行股本 總數持股量 概約百分比
Chia Tai Land Company Limited 正大置地有限公司	Beneficial owner 實益持有人	28,344,960(L) Domestic shares 28,344,960股(L) 內資股	11.07%	8%
Fortune (Shanghai) Limited 富泰(上海)有限公司	Interest of corporation controlled by a substantial shareholder 主要股東的受控法團權益	28,344,960(L) Domestic shares 28,344,960股(L) 內資股	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 主要股東的受控法團權益	28,344,960(L) Domestic shares 28,344,960股(L) 內資股	11.07%	8%
CPG Overseas Company Limited CPG Overseas Company Limited	Interest of corporation controlled by a substantial shareholder 主要股東的受控法團權益	28,344,960(L) Domestic shares 28,344,960股(L) 內資股	11.07%	8%

Name	Capacity	Number and class of shares	Approximate percentage of shareholding in the same class of shares	Approximate percentage of shareholding to the Company's total issued share capital
名稱	身份	股份數目及類別 (Note 1) (附註 1)	於同一類別 股份持股量 概約百分比	於本公司 已發行股本 總數持股量 概約百分比
Charoen Pokphand Group Co., Ltd.	Interest of corporation controlled by a substantial shareholder	28,344,960(L) Domestic shares	11.07%	8%
卜蜂集團有限公司	主要股東的 受控法團權益	28,344,960 股 (L) 內資股		
Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd.	Beneficial owner	77,303,789(L) Domestic shares	30.19%	21.82%
正大製藥投資(北京)有限公司	實益持有人	77,303,789 股 (L) 內資股		
Sino Biopharmaceutical Limited	Interest of corporation controlled by a substantial shareholder	77,303,789(L) Domestic shares	30.19%	21.82%
中國生物製藥有限公司	主要股東的 受控法團權益	77,303,789 股 (L) 內資股		

Note:

附註：

- The letter "L" denotes the long position of the shareholders of the Company (the "Shareholders") in the share capital of the Company
- 「L」指本公司股東(「股東」)於本公司股本中的好倉

Save as disclosed in this report, so far as is known to the Directors, supervisors and chief executives of the Company, as at 30 September 2022, 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 of the Company under Section 336 of the SFO.

## COMPETING INTERESTS

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

## CHANGES IN DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES

Ms. Peng Bo and Mr. Zheng Yuying resigned as non-executive Directors and other relevant positions of the Company due to personal work reasons on 15 September 2022, and on the same day, the Board approved the appointments of Mr. Zhou Zhiyuan and Mr. Zhang Yan as non-executive Directors of the fifth session of the Board of the Company. For details, please refer to the announcement of the Company dated 15 September 2022.

## CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions in the Corporate Governance Code as set out in Part 2 of Appendix 15 of the GEM Listing Rules throughout the Reporting Period, except for the following deviation: according to code provision C.2.1, the roles of the chairman of the Board (the “Chairman”) and the chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and chief executive officer should be clearly established and set out in writing.

At the fourth meeting of the fourth session of the Board of the Company held on 20 March 2018, Mr. Yang Weihong was appointed as the president of the Company (the “President”, equivalent to the “chief executive officer”), details of which were set out in the announcement of the Company dated 20 March 2018.

除本報告所披露者外，於二零二二年九月三十日，據本公司董事、監事及最高行政人員所知，概無其他人士(本公司董事、監事及最高行政人員除外)擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司作出披露之權益或淡倉；或直接或間接擁有附有一切情況於本公司及／或本公司任何附屬公司股東大會上投票之權利之任何類別股本面值5%或以上之權益；或根據證券及期貨條例第336條須記錄於本公司之登記冊之權益或淡倉。

## 競爭利益

本公司之董事、控股股東、主要股東或彼等各自之聯繫人士概無從事與本集團之業務構成競爭或可能構成競爭之業務，且亦無與本集團任何其他利益衝突。

## 董事、監事或最高行政人員變更

彭渤女士及鄭宇嬰先生因個人工作原因於二零二二年九月十五日辭任本公司非執行董事及其他相關職務，並於同日董事會通過委任周志遠先生及張炎先生成為本公司第五屆董事會非執行董事。詳見本公司於二零二二年九月十五日發佈之公告。

## 企業管治守則

於本報告期內，本公司一直遵守GEM上市規則附錄十五第二部份所載之企業管治守則之守則條文，惟以下偏離者除外：根據守則條文C.2.1，董事會主席(「主席」)與行政總裁的角色應有區分，並不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。

於二零一八年三月二十日本公司第四屆董事會第四次會議上楊衛紅先生獲任本公司總裁(「總裁」)(其職位相當於行政總裁)職務，詳情載於本公司於二零一八年三月二十日刊發的公告。



At the Company's 2019 annual general meeting convened on 19 June 2020, Mr. Yang Weihong was re-appointed as an executive Director of the fifth session of the Board of the Company, and was elected as the Chairman at the first meeting of the fifth session of the Board of the Company convened on the same day.

Having considered the need of business development of the Company, the Board is still of the opinion that the combination of the roles of the Chairman and the President can effectively formulate and implement the strategies of the Group, make appropriate decisions which are in the interest of the shareholders as a whole. From 11 May 2018 to the date of this report, the Chairman and the President were assumed by Mr. Yang Weihong. Moreover, Mr. Yang Weihong has extensive experience in enterprise management and has been director of various companies responsible for the management issues. In the future, the Board will also continue to review the effectiveness of the corporate governance structure of the Group to identify suitable candidate and separate the roles of the Chairman and the President when appropriate according to the operation and development status of company.

Following the resignation of Ms. Peng Bo on 15 September 2022, there is no female director in the Company, and hence the Company fails to meet the requirement of Rule 17.104 of the GEM Listing Rules. The Board will endeavor to appoint suitable female director(s) as soon as practicable according to the requirements of the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate.

## AUDIT COMMITTEE

Pursuant to the requirements under Rule 5.28 of the GEM Listing Rules, the Company has set up an audit committee with terms of reference, which clearly defines the authorities and duties of the committee. In compliance with the requirements under Rule 5.29 of the GEM Listing Rules, the authority and responsibility of the audit committee have been properly set out in writing. 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. On 15 September 2022, Ms. Peng Bo, a non-executive Director, has resigned as a non-executive Director of the Company and ceased to be a member of the audit committee of the Company. Following the resignation of Ms. Peng Bo, the Board approved the

於本公司二零二零年六月十九日召開的二零一九年度股東周年大會上楊衛紅先生獲重選連任為本公司第五屆董事會執行董事，並於同日召開的本公司第五屆董事會第一次會議上獲選為主席。

考慮到本公司業務發展的需要，董事會仍認為，合併主席與總裁的角色可有效地制定及執行本集團的決策，做出符合整體股東利益的適當決定。自二零一八年五月十一日至本報告日期，主席兼總裁由楊衛紅先生一人擔任。楊衛紅先生在企業管理方面擁有豐富的經驗，一直從事多家公司管理事務並擔任董事職務。未來，董事會亦會根據本公司經營發展需要，繼續檢討本集團企業管治架構的效力，物色合適人選，適時分開主席與總裁的職位。

彭渤女士在二零二二年九月十五日辭任後，本公司並無女性董事，因此本公司未能符合GEM上市規則第17.104條所載規定。董事會將盡最大努力於實際可行情況下，按照GEM上市規則的要求，盡快委任合適的女性董事。本公司將於適當時候另行刊發公告。

## 審核委員會

本公司已根據GEM上市規則第5.28條之規定，並清楚界定其職權及職責。遵照GEM上市規則第5.29條之規定書面列明其職權及職責。審核委員會主要責任為審閱及監督本公司之財務匯報程序及內部監控系統，以及向本公司董事提供意見及建議。於二零二二年九月十五日，非執行董事彭渤女士辭去本公司非執行董事職務，同時亦終止擔任本公司審核委員會委員。於彭渤女士辭任後，董事會通過委任公司獨立非執行董事何勇軍先生成為本公司第五屆董事會審核委員會成員，詳見本公司於二零二二年九月十五日發佈之有關公

appointment of Mr. He Yongjun, an independent non-executive Director of the Company, as a member of the audit committee under the fifth session of the Board of the Company, details of which were set out in the relevant announcement of the Company dated 15 September 2022. The audit committee currently comprises independent non-executive Directors, namely Mr. Cheng Xinsheng (Chairman), Mr. Japhet Sebastian Law and Mr. He Yongjun, among which Mr. Cheng Xinsheng has the relevant professional qualification and financial experience. 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 Group has adopted a code of dealing in securities by the Directors of the Group, which was formulated in accordance with Rules 5.48 to 5.67 of the GEM Listing Rules for the purpose of setting out its own required standards for assessment of the conduct of the Directors of the Group in dealings in the securities of the Group. Upon enquiries made to each Director by the Company, all Directors confirmed that they have complied with the code of dealing in securities by the Directors.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Reporting Period, 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\***

**Yang Weihong**

*Chairman*

Tianjin, the PRC  
10 November 2022

*As at the date of this report, the Board comprises Mr. Yang Weihong as executive director; Mr. Li Jian, Mr. Jo Shibin, Mr. Zhou Zhiyuan and Mr. Zhang Yan as non-executive directors; and Mr. Cheng Xinsheng, Mr. He Yongjun, Mr. Japhet Sebastian Law and Mr. Peng Zuowen as independent non-executive directors.*

告。審核委員會現由獨立非執行董事程新生先生(主席)、羅文鈺先生及何勇軍先生組成，其中程新生先生具備合適的專業資格和財務經驗。審核委員會已審閱本公司本報告期內之未經審核業績，並已據此提供建議及意見。

## 董事進行證券交易

本集團已採納按照GEM上市規則第5.48至5.67條規定本集團董事證券交易買賣守則，目的為列明本集團董事於買賣本集團的證券時用以衡量本身操守的所需標準。經本公司向各董事作出查詢後，所有董事均已確認一直遵守董事證券交易買賣守則。

## 購買、出售或贖回本公司之上市證券

於本報告期內，本公司或其任何附屬公司概無購入、贖回或出售或註銷本公司任何上市證券。

承董事會命

天津濱海泰達物流集團股份有限公司

主席

楊衛紅

中國天津市  
二零二二年十一月十日

於本報告日期，董事會包括執行董事楊衛紅先生；非執行董事李健先生、徐志敏先生、周志遠先生及張炎先生；及獨立非執行董事程新生先生、何勇軍先生、羅文鈺先生及彭作文先生。