

天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*



2020第三季 業績報告 Third Quarterly Report

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(於中華人民共和國許冊成立之股份有限公司

Stock Code: 8348 股份代號: 8348

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.

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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,對其準確性或完備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分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的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 2020:

- Total turnover amounted to RMB2,140,982,000 (corresponding period in 2019: RMB2,020,746,000), representing an increase of approximately 5.95% as compared with the corresponding period last year.
- Gross profit was approximately RMB114,719,000 (corresponding period in 2019: RMB110,927,000), representing an increase of approximately 3.42% as compared with the corresponding period last year.
- Gross profit margin was approximately 5.36%, representing a decrease of approximately 0.13 percentage points as compared with 5.49% achieved in the corresponding period last year.
- Profit attributable to owners of the Company amounted to approximately RMB21,234,000 (corresponding period in 2019: RMB16,454,000), representing an increase of approximately 29.05% as compared with the corresponding period last year.
- Earnings per share was RMB6 cents (corresponding period in 2019: RMB4.6 cents).

摘要

截至二零二零年九月三十日止九個月期間,財務摘要如下:

- 營業額總計為人民幣2,140,982,000元,(二零一九年同期:人民幣2,020,746,000元),較去年同期增長約為5.95%。
- 毛利約為人民幣114,719,000元,(二零一九年同期:人民幣110,927,000元),較去年同期增長約為3.42%。
- 毛利率約為5.36%,較去年同期5.49%下降約0.13個百分點。
- 本公司擁有人應佔溢利約為人民幣21,234,000元,(二零一九年同期:人民幣16,454,000元),較去年同期增長約為29.05%。
- 每股盈利為人民幣6分(二零一九年同期:人民幣4.6分)。

UNAUDITED CONSOLIDATED THIRD QUARTERLY RESULTS OF 2020

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 2020 together with the unaudited comparative data for the corresponding period in 2019.

二零二零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」)謹此公布本公司及其附屬公司 (統稱「本集團」)截至二零二零年九月三十日止九 個月的未經審核業績,連同二零一九年同期的未 經審核比較數據。

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

For the nine months ended 30 September 2020

簡明合併損益及其他全面收入表(未經審核)

截至二零二零年九月三十日止九個月

Nine months ended 30 September 截至九月三十日止九個月

| | | | 2020 | 2019 |
|---|--------------------------------|-------|------------------|------------------|
| | | | 二零二零年 | 二零一九年 |
| | | | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| | | Notes | (Unaudited) | (Unaudited) |
| | | 附註 | (未經審核) | (未經審核) |
| | | | | |
| Revenue | 收入 | 4 | 2,140,982 | 2,020,746 |
| Cost of sales | 銷售成本 | 5 | (2,026,263) | (1,909,819) |
| | | | | |
| Gross profit | 毛利 | | 114,719 | 110,927 |
| | | | | |
| Administrative expenses | 行政開支 | 5 | (44,274) | (41,512) |
| Other income | 其他收入 | 6 | 10,265 | 9,717 |
| Other gains – net | 其他收益-淨額 | | 4,188 | 168 |
| _ | 49k ALC NZ T.1 | | 04.000 | 70 200 |
| Operating profit | 營業溢利 | | 84,898 | 79,300 |
| Finance costs | 融資成本 | | (26,785) | (30,679) |
| Share of results of investments accounted | 採用權益法入賬的應佔投資 | | | |
| for using the equity method | 業績 | | 15,032 | 13,908 |
| | 以公司公共 公司 | | 72.445 | 62.520 |
| Profit before income tax | 除所得税前溢利 | 7 | 73,145 | 62,529 |
| Income tax expense | 所得税開支 | / | (20,035) | (21,269) |
| | #12.24.00 #12.5 = #1.1 #1 | | | |
| Profit and total comprehensive | 期內溢利及期內全面收入總 | | F2 440 | 41 260 |
| income for the period | 額 | | 53,110 | 41,260 |
| Attributable to: | 下列各方應佔: 本公司擁有人 | | 24 224 | 16 454 |
| Owners of the Company | 非控股權益 | | 21,234 | 16,454 |
| Non-controlling interests | クト1エハX作血 | | 31,876 | 24,806 |
| Farnings per chare | 每股盈利 | 9 | | |
| Earnings per share – Basic and diluted (RMB cents) | 一基本及攤薄(人民幣分) | 9 | 6.0 | 4.6 |
| - Dasic and unuted (NIVID Cents) | 空下及解母(八八甲刀) | | 0.0 | 4.0 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

For the nine months ended 30 September 2020

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 (the "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 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 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)

截至二零二零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(「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 financial information has been prepared to comply with the applicable disclosure requirements of Chapter 18 to the GEM Listing Rules.

3. SIGNIFICANT ACCOUNTING POLICIES

The Group has applied the following new and amendments to International Financial Reporting Standards ("IFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") in the current year:

International Accounting Definition of Material

Standards ("IAS")
1 and IAS 8

(Amendments)

IFRS 9, IAS 39 and Interest Rate Benchmark Reform

IFRS 7 (Amendments)

IFRS 3 (Amendments) Definition of a Business

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

2. 編製基準

財務資料乃根據GEM上市規則第十八章之 適用披露規定而編製。

3. 重大會計政策

本集團於本年度應用香港會計師公會(「香港會計師公會」)頒布的以下新訂國際財務報告準則及修訂本:

國際會計準則第1號及國際 重大之定義 會計準則第8號

(修訂本)

國際財務報告準則第9號、 利率基準改革

國際會計準則第39號及 國際財務報告準則第7號

(修訂本)

國際財務報告準則第3號 業務之定義

(修訂本)

於本年度應用新訂國際財務報告準則及其 修訂並無對本集團本年度及過往年度財務 表現及狀況及/或該等合併財務報表所載 披露產生重大影響。

4. SEGMENT INFORMATION

The operating segments of the Group are classified into two categories; these 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:

- 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 Sales of raw materials to customers comprising principally trading companies and provision of related services of transportation, management, storage, warehouse supervising and management.

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。實體組成部分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一 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一向主要為 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 相關服務。

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For the nine months ended 30 September 2020 截至二零二零年九月三十日止九個月

| | | Logistics and supply chain services for finished automobiles and components 汽車整車及零部件供應鍵物流服務 RMB'000人民幣千元 | Materials procurement and related logistics services 物資採購及 相關物流 服務 RMB'000 人民幣千元 | Reportable segments subtotal 可呈報分部小計 RMB'000 人民幣千元 | All other segments 所有 其他分部 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|--|---|--|---|--|---|---|
| | | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) | (Unaudited) (未經審核) |
| Revenue Inter-segment revenue | 收入 分部間的收入 | 933,758 - | 727,440 (6,356) | 1,661,198 (6,356) | 495,015 (8,875) | 2,156,213 (15,231) |
| Revenue from external customers Segment results Share of results of investments accounted | 來自外部客戶的收入 分部業績 採用權益法入賬的應 佔投資業績 | 933,758 87,017 | 721,084 (13,415) | 1,654,842 73,602 | 486,140 5,106 | 2,140,982 78,708 |
| for using the equity method Unallocated other income Unallocated corporate expenses Finance costs | 未分配其他收入 未分配公司開支 融資成本 | | | | | 15,032 10,265 (4,075) (26,785) |
| Profit before income tax Income tax expense | 除所得税前溢利所得税開支 | | | | | 73,145 (20,035) |
| Profit for the period | 期內溢利 | | | | | 53,110 |
| Other information: Depreciation and amortisation Income tax expense | 其他資料: 折舊及攤銷 所得税開支 | (6,187) (20,002) | (303) | (6,490) (20,002) | (4,107) (33) | (10,597) (20,035) |

| For the nine months ended |
|---------------------------|
| 30 September 2019 |
| 截至二零一九年九月三十日止九個月 |

| | | | 猷 至—苓⁻ | - 八年八月二十日 | 止儿個月 | |
|--------------------------|------------------|----------------|---------------|-------------|-------------|-------------|
| | | Logistics | | | | |
| | | and supply | | | | |
| | | chain services | Materials | | | |
| | | for finished | procurement | | | |
| | | automobiles | and related | Reportable | | |
| | | and | logistics | segments | All other | |
| | | components | services | subtotal | segments | Total |
| | | 汽車整車及 | 物資採購及 | Subtotal | segments | Total |
| | | 零部件供應鏈 | 相關物流 | 可呈報 | 所有 | |
| | | | | | | //由 -> |
| | | 物流服務 | 服務 | 分部小計 | 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 | 898,773 | 1,045,572 | 1,944,345 | 87,310 | 2,031,655 |
| Inter-segment revenue | 分部間的收入 | _ | (6,324) | (6,324) | (4,585) | (10,909) |
| | | | | | 7= | |
| Revenue from external | 來自外部客戶的收入 | | | | | |
| customers | | 898,773 | 1,039,248 | 1,938,021 | 82,725 | 2,020,746 |
| Segment results | 分部業績 | 73,729 | 908 | 74,637 | (607) | 74,030 |
| Share of results of | 採用權益法入賬的應 | 737723 | 300 | , | (00.7) | , ,,,,,, |
| investments accounted | 佔投資業績 「大力である」 | | | | | |
| for using the equity | 山汉貝木嶼 | | | | | |
| method | | | | | | 12.000 |
| | + 0 = + 16 16 3 | | | | | 13,908 |
| Unallocated other income | 未分配其他收入 | | | | | 9,717 |
| Unallocated corporate | 未分配公司開支 | | | | | (4.447) |
| expenses | | | | | | (4,447) |
| Finance costs | 融資成本 | | | | | (30,679) |
| | | | | | | |
| Profit before income tax | 除所得税前溢利 | | | | | 62,529 |
| Income tax expense | 所得税開支 | | | | | (21,269) |
| | | | | | | |
| Profit for the period | 期內溢利 | | | | | 41,260 |
| Other information: | 其他資料: | | | | | |
| Depreciation and | 折舊及攤銷 | | | | | |
| amortisation | 川目从州判 | (6,289) | (204) | (6,493) | (5,334) | (11,827) |
| | 6.232 四十 | | | , , , | | |
| Income tax expense | 所得税開支 | (20,966) | <u> </u> | (20,966) | (303) | (21,269) |

5. EXPENSES BY NATURE

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

| | | 赵王7071— | |
|---|----------------------------|-----------------------|-----------------------|
| | | 2020 二零二零年 | 2019 二零一九年 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| | | (Unaudited) (未經審核) | (Unaudited) (未經審核) |
| Depreciation of property, plant and equipment Amortisation of prepaid lease payments | 物業、廠房及設備折舊 計入行政開支之預付租賃款項攤銷 | 9,403 | 10,190 |
| included in administrative expenses Exchange gain | 匯兑收益 | – (162) | 386 (203) |

6. OTHER INCOME

6. 其他收入

For the nine months ended 30 September

截至九月三十日止九個月

| | | 2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核) | 2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核) |
|----------------|------|--|--|
| nterest income | 利息收入 | 10,265 | 9,717 |

7. INCOME TAX EXPENSE

7. 所得税開支

For the nine months ended 30 September

截至九月三十日止九個月

| | | 2020 二零二零年 | 2019 二零一九年 |
|----------------------------------|-----------|-------------------------|-----------------------|
| | | RMB′000 人民幣千元 | RMB'000 人民幣千元 |
| | | (Unaudited) (未經審核) | (Unaudited) (未經審核) |
| The Company and its subsidiaries | 本公司及其附屬公司 | (20,035) | (21,269) |

8. DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2020 (interim dividend for the nine months ended 30 September 2019: nil).

9. EARNINGS PER SHARE

8. 股息

董事會建議不派發截至二零二零年九月三十 日止九個月之中期股息(截至二零一九年九 月三十日止九個月之中期股息:無)。

9. 每股盈利

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

| | | 2020 二零二零年 | 2019 二零一九年 |
|---|---------------------------------|-----------------------|-----------------------|
| | | RMB′000 人民幣千元 | RMB'000 人民幣千元 |
| | | (Unaudited) (未經審核) | (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 | 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 | | |
| earnings per share | | 21,234 | 16,454 |

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

2020 2019 二零二零年 二零一九年 thousands thousands 千股 千股 (Unaudited) (Unaudited) (未經審核) (未經審核) 計算每股基本及攤薄盈利之股份加 Weighted average number of shares for the 權平均數 purpose of calculating basic and diluted 354,312 354,312 earnings per share

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

| | | 一 | | | | | | | |
|---|-----------------------|---------------|------------------|-----------------------|----------------|----------------------|---|----------------------------------|--------------|
| | | Share capital | Share premium | Statutory reserves | Other reserves | Retained earnings | Equity attributable to owners of the Company 本公司擁有人 | Non- controlling interests | Total equity |
| | | 股本 | 股份溢價 | 法定公積金 | 其他儲備 | 保留盈利 | 應佔權益 | 非控股權益 | 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 2019 (Audited) | 於二零一九年一月一日 | | | | | | | | |
| | (經審核) | 354,312 | 55,244 | 93,286 | (40,614) | 494,849 | 957,077 | 108,859 | 1,065,936 |
| Profit for the period and total comprehensive income for the | 期內溢利及期內全面收入總額 | | | | | | | | |
| period | | - | - | - | - | 16,454 | 16,454 | 24,806 | 41,260 |
| Dividend paid | 已付股息 | - | - | - | - | - | - | (23,599) | (23,599) |
| Transfer from retained earnings | 轉撥自保留盈利 | _ | _ | 6,384 | | (6,384) | - | _ | |
| At 30 September 2019 (Unaudited) | 於二零一九年九月三十日 (未經審核) | 354,312 | 55,244 | 99,670 | (40,614) | 504,919 | 973,531 | 110,066 | 1,083,597 |
| At 1 January 2020 (Audited) | 於二零二零年一月一日 (經審核) | 354,312 | 55,244 | 98,119 | (40,614) | 499,060 | 966,121 | 118,556 | 1,084,677 |
| Profit for the period and total comprehensive income for the period | 期內溢利及期內全面收入總額 | _ | _ | _ | _ | 21,234 | 21,234 | 31,876 | 53,110 |
| Dividend paid | 已付股息 | _ | _ | _ | _ | _ | _ | (31,680) | (31,680) |
| Transfer from retained earnings | 轉撥自保留盈利 | - | - | 10,829 | - | (10,829) | - | - | - |
| At 30 September 2020 (Unaudited) | 於二零二零年九月三十日 (未經審核) | 354,312 | 55,244 | 108,948 | (40,614) | 509,465 | 987,355 | 118,752 | 1,106,107 |

11. FINANCIAL GUARANTEE LIABILITIES

As at 30 September 2020, the Company had a subsisting guarantee obligation in respect of the drawdown amount of approximately RMB94,000,000 under the bank borrowing facilities extended by a bank to Tedahang Cold Chain Logistics Co., Ltd. ("Tedahang") (a joint venture with 60% interest owned by the Company). The amount of outstanding bank borrowing owed by Tedahang as at 30 September 2020 was approximately RMB31,333,000.

11. 財務擔保責任

於二零二零年九月三十日,本公司對於一間銀行向泰達行(天津)冷鏈物流有限公司(「泰達行」)(本公司擁有60%股本的合營公司)提供的銀行貸款項下約為人民幣94,000,000元之已提取金額承擔仍然存續的擔保責任。於二零二零年九月三十日,泰達行尚未歸還的銀行貸款額約為人民幣31,333,000元。

The following is an extract of the unaudited balance sheet of Tedahang as at 30 September 2020 as required under Rule 17.24 of the GEM Listing Rules:

根據GEM上市規則第17.24條之規定,以下 為泰達行於二零二零年九月三十日的未經審 核資產負債表概要:

As at

2020

30 September

於二零二零年

| | 九月三十日 |
|--------------|---|
| | RMB'000 |
| | 人民幣千元 |
| | (Unaudited) |
| | (未經審核) |
| | |
| 流動 | |
| 現金及現金等價物 | 7,020 |
| 其他流動資產 | 137,175 |
| | |
| 流動資產總值 | 144,195 |
| 金融負債 | (5,000) |
| 其他流動負債 | (301,969) |
| | / 1 / / / |
| 流動負債總額 | (306,969) |
| 流動負債淨值 | (162,774) |
| 非流動 | |
| 資產 | 271,934 |
| 金融負債 | (31,333) |
| 其他非流動負債 | (10,499) |
| 非流動負債總額 | (41,832) |
| 非流動資產淨值總額 | 230,102 |
| 省 產淨值 | 67,328 |
| | 其他流動資產 流動資產總值 金融負債 其他流動負債 流動負債總額 流動負債淨值 非流動 資產 金融負債 其他非流動負債 |

A summary of the unaudited consolidated income statement of Tedahang for the nine months ended 30 September 2020 is set out as follows:

以下為泰達行截至二零二零年九月三十日 止九個月的未經審核綜合收益報表概要:

For the nine months ended 30 September 2020 截至二零二零年 九月三十日 止九個月 RMB'000 人民幣千元 (Unaudited) (未經審核)

| Revenue | 收入 | 115,915 |
|---|---------|----------|
| | | |
| Depreciation and amortisation | 折舊及攤銷 | (11,253) |
| Interest income | 利息收入 | 56 |
| Interest expense | 利息支出 | (8,571) |
| | | _ |
| Losses before income tax | 除所得税前虧損 | (572) |
| Income tax expense | 所得税開支 | <u> </u> |
| | | |
| Total losses for the period | 本期虧損總額 | (572) |
| | | |
| Loss attributable to the parent company | 母公司應佔虧損 | (343) |

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

上述呈列的財務資料概況要與本公司於泰達 行的權益的賬面值之間的滙總如下:

For the nine months ended 30 September 2020 截至二零二零年 九月三十日 止九個月 RMB'000 人民幣千元 (Unaudited) (未經審核)

| As at 1 January | 於1月1日 | 67,900 |
|-----------------------|--------|--------|
| Losses for the period | 期內虧損 | (572) |
| | | |
| As at 30 September | 於9月30日 | 67,328 |

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

For the nine months ended 30 September 2020, the Group recorded a turnover of RMB2,140,982,000, representing an increase of RMB120,236,000 or 5.95% as compared with the corresponding period last year. During the nine months ended 30 September 2020 (the "Reporting Period"), turnover from the logistics and supply chain services for finished automobiles and components increased slightly as compared with that of the corresponding period last year, while turnover from materials procurement and related logistics services decreased significantly as compared with that of the corresponding period last year, and turnover from bonded warehouse service, supervision and transport service recorded substantial growth as compared with that of the corresponding period last year.

For the nine months ended 30 September 2020, overall gross profit margin for the Group was 5.36%, representing a decrease of 0.13 percentage points as compared with the overall gross profit margin 5.49% of the corresponding period last year, among which, the business of logistics and supply chain services for finished automobiles and components grew as compared with the corresponding period last year, while that of materials procurement and related logistics services, bonded warehouse, supervision and transportation services all declined as compared with the corresponding period last year.

For the nine months ended 30 September 2020, the share of results of joint ventures and associates of the Group was RMB15,032,000, representing an increase of RMB1,124,000 or 8.08% as compared with RMB13,908,000 of the corresponding period last year. The increase in share of results of joint ventures and associates was mainly due to the significant decrease in losses in the operating results of Tedahang, a joint venture company, as compared to the corresponding period last year.

For the nine months ended 30 September 2020, net profit attributable to owners of the Company amounted to RMB21,234,000, representing an increase of RMB4,780,000 or 29.05% as compared with the net profit of RMB16,454,000 of the corresponding period last year, which was mainly attributable to, except for the decreases in operating results of supply chain services and materials procurement and related logistics services, the increases in operating results of logistics services for finished automobiles and components and bonded warehouse and supervision and transportation services and the share of results of joint ventures and associates of the Group as compared to the corresponding period last year.

管理層討論與分析

財務回顧

本集團截至二零二零年九月三十日止九個月實現營業額人民幣2,140,982,000元,較去年同期上升人民幣120,236,000元,漲幅為5.95%。截至二零二零年九月三十日止九個月(「本報告期」)內,汽車整車及零部件物流及供應鏈服務較去年同期小幅增長,物資採購及相關物流業務較去年同期降幅較大,保稅倉儲服務、監管及運輸服務較去年同期大幅增長。

本集團截至二零二零年九月三十日止九個月的整體毛利率為5.36%,較上年同期的整體毛利率5.49%下降了0.13個百分點。其中,汽車整車及零部件物流及供應鏈服務業務較去年同期均有所增長,物資採購及相關物流業務、保税倉儲服務、監管及運輸服務較去年同期均有所下降。

本集團截至二零二零年九月三十日止九個月應佔合營聯營公司業績為人民幣15,032,000元,較上年同期上升人民幣1,124,000元(上年同期人民幣13,908,000元),漲幅為8.08%,應佔合營聯營公司業績上升的主要原因是合營企業泰達行經營業績較去年同期大幅減虧。

本集團截至二零二零年九月三十日止九個月本公司擁有人應佔溢利淨額為人民幣21,234,000元,較上年同期上升人民幣4,780,000元(上年同期人民幣16,454,000元),增幅為29.05%,原因主要是除供應鏈服務與物資採購及相關物流業務經營業績較去年同期有所下降外,汽車整車及零部件物流業務,保税倉儲服務、監管及運輸服務較,以及本集團應佔合營聯營公司業績較去年同期均有所上升。

During the Reporting Period, 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, container yard, supervision, agency and transportation services. During the Reporting Period, the Group overcame the adverse impact of the novel coronavirus (COVID-19) pneumonia pandemic (the "Pandemic") and recorded slight increases in overall operating revenue and profit attributable to owners of the Company as compared with the corresponding period last year. Due to the growth of imported automobiles business, the operating revenue of the logistics and supply chain services for finished automobiles and components business increased as compared with the corresponding period last year, leading to growth in the performance of this segment as compared with the corresponding period last year. During the Reporting Period, the materials procurement and related logistics services business of the Group recorded a significant decline in its operating revenue as compared with that of the corresponding period last year, resulting in a decrease in the operating profit as compared with that of the corresponding period last year. The bonded warehouse, transportation and supervision business of the Company recorded a significant growth in its operating results, which was mainly because TEDA General Warehouse Co., Ltd., a subsidiary, undertook the transportation business of steel plants. Affected by the Pandemic, Tianjin Alps Teda Logistics Co., Ltd. and Dalian Alps Teda Logistics Co., Ltd. (both joint ventures of the Group) recorded a decrease in operating revenue, leading to a decrease in operating profit as compared with that of the corresponding period last year. Since the outbreak of the Pandemic, Tedahang, a joint venture company of the Group, has been operating at high load and recorded a substantial increase in custom clearance agency business, which led to a significant increase in the operating revenue and a significant decrease in losses in the operating results as compared to the corresponding period last year.

在本報告期內,本公司未購買任何金融衍生工具 用於投資或其他用途。

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 業務及保税倉儲服務、集裝箱堆場服務、監管、 代理、運輸等其他服務業務。本報告期內,本集 團克服新型冠狀病毒(COVID-19)肺炎疫情(「疫 情1)不利影響,總體營業收入與本公司擁有人 應佔溢利較去年同期小幅增長。由於進口車業務 量增長,汽車整車及零部件供應鏈物流服務營業 收入較 | 年同期有所增長,導致該分部業績較 | 年同期有所增長。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降幅較 大, 導致與營業利潤較上年同期有所下降。本公 司保税倉儲、運輸、監管業務經營業績較上年增 長較大,主要原因是附屬公司天津開發區泰達公 共保税倉有限公司承接鋼廠運輸業務所致。受疫 情影響,本集團之合營公司天津泰達阿爾卑斯物 流有限公司及大連泰達阿爾卑斯物流有限公司的 營業收入較去年同期均有所下降,導致營業利潤 較上年同期有所下降;疫情爆發以來,本集團之 合營企業泰達行倉庫持續保持高負荷運轉,通關 代理業務的大幅上升,導致經營收入大幅增長, 營業利潤較上年同期大幅減虧。

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 416,323 sets, representing a decrease of 12,111 sets or 2.83% as compared with the corresponding period last year. The throughput of logistics services for the imported and exported automobiles was 44,429 sets, representing an increase of 3,148 sets or 7.63% as compared with the corresponding period last year. Turnover recorded for the Reporting Period amounted to RMB933,758,000, representing an increase of RMB34,985,000 or 3.89% as compared with the corresponding period last year.

Materials Procurement and Related Logistics Services

During the Reporting Period, the operating revenue of the materials procurement and related logistics services amounted to RMB721,084,000, representing a decrease of RMB318,164,000 or 30.61% as compared with the corresponding period last year.

Warehouse, Supervision, Agency and Other Incomes

During the Reporting Period, the operating revenue of the warehousing, supervision, agency and other incomes amounted to RMB486,140,000, representing an increase of RMB403,415,000 as compared with the corresponding period last year, which was approximately 4.88 times as much as that of 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 RMB446,806,000, representing a decrease of RMB75,583,000 or 14.47% as compared with the corresponding period last year.

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416,323台,較上年同期減少12,111台,降幅為2.83%; 進出口車物流服務量為44,429台,較上年同期增加3,148台,增幅為7.63%。本報告期內實現營業額人民幣933,758,000元,較上年同期升高人民幣34,985,000元,漲幅為3.89%。

物資採購及相關物流服務

本報告期內,物資採購及相關物流服務業務實現營業收入人民幣721,084,000元,較上年同期減少人民幣318,164,000元,降幅為30.61%。

倉儲、監管、代理及其他收入

本報告期內,倉儲、監管、代理及其他收入實現營業收入人民幣486,140,000元,較上年同期增長人民幣403,415,000元,約為上年同期營業收入的4.88倍。

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446,806,000元,較上年同期降低人民幣75,583,000元,降幅為14.47%。

PROSPECTS AND OUTLOOK

With effective prevention and control of the Pandemic and full resumption of production in the PRC, the gross domestic product (GDP) of the PRC increased by 4.9% in the third quarter of 2020 as compared to the corresponding period last year, continuing the positive trend of steady recovery in the second quarter. While continuing to promote the construction of a smart operation platform, enhance operational efficiency and strengthen business innovation, the Group has steadily advanced three system reforms and made adjustments to its organization and personnel to improve management efficiency. In the first three quarters of 2020, thanks to the satisfactory operating performance of the automobile logistics business segment brought about by the improvement of the imported automobile business, and the integration and synergy of internal resources of the Group, the performance of the Group for the first three quarters exceeded the same period of last year.

In the fourth quarter, confronted with severe international economic environment and pressure of the Pandemic prevention and control, the Group will continue the development strategy of integrated logistics business, uphold the general working principle of "steady progress", continue to maintain its operating performance in the automotive logistic business segment, explore the business potential of logistics services for electronic components, exercise stringent control on business risks, adjust business directions, strengthen new businesses such as internet-based freight transport platform, expand customer resources, capitalize on resources and technical advantages, and leverage smart operation platforms, give full play to the synergy effect of the Group's coordination, ensure stability and create benefits.

前景展望

隨著國家對疫情的有效防控及生產的全面恢復,二零二零年第三季度,國內生產總值(GDP)較去年同期增長4.9%,延續了第二季度穩步恢復的良好態勢。本集團在繼續推進智慧運營平台建設、提高運作效率、加強業務創新的同時,穩步推進三項制度改革,進行機構及人員調整,改善管理效率。二零二零年前三季度,得益於進口汽車業務提升帶來的汽車物流業務板塊良好的經營業績,及集團內部資源整合協同,本集團前三季度業績超過去年同期。

第四季度,嚴峻的國際經濟環境及疫情防控壓力將持續存在,本集團將正視困難和挑戰,繼續堅持綜合性物流發展道路和「穩中求進」的工作總基調,繼續保持汽車物流業務板塊經營業績,發掘電子零部件物流業務潛能,嚴控業務風險,調整業務方向,加大網絡貨運平台項目等新業務,拓展客戶資源,依託資源及技術優勢,借助智慧運營平台,充分發揮集團統籌協同效應,保穩定,創效益。

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

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

As at 30 September 2020, 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 Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("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 taken or deemed 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.

於二零二零年九月三十日,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。

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 2020, 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.

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,於二零二零年九月三十日,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

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

So far as is known to the Directors, supervisors and chief executives of the Company, as at 30 September 2020, 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 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:

就本公司的董事、監事及最高行政人員所知,於二零二零年九月三十日,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列第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:

Approximate

| | Name | | Capacity | | Number and class of shares | Approximate percentage of shareholding in the same class of shares 於同一類別 股份持股量 | percentage of shareholding to the Company's total issued share capital 於本公司已發行 股本總數持股量 |
|--|--------------------|---------------------|----------|-----------------------------------|-------------------------------------|--|--|
| | 名稱 | | 身份 | | 股份數目及類別 (Note 1) (附註1) | 概約百分比 | 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 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 2020, 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, 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,於二零二零年九月三十日,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:

Annrovimate

| | Name | | Capacity | | Number and class of shares | Approximate percentage of shareholding in the same class of shares 於同一類別 股份持股量 | Approximate percentage of shareholding to the Company's total issued share capital 於本公司已發行股本總數持股量 |
|--|------------------------------------|---|-----------------|-------------------------------------|----------------------------|--|---|
| | 名稱 | 身份 | | 股份數目及類 (Note (附註 | | 则 概約百分比) | 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(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(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(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(L) 內資股 | 11.07% | 8% |
| Charoen Pokphand Group Co., Ltd. | 卜蜂集團有限 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(L) 內資股 | 11.07% | 8% |
| 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(L) 內資股 | 30.19% | 21.82% |
| Sino Biopharmaceutical Limited | 中國生物製藥有限公司 | Interest of corporation controlled by a substantial | 主要股東的受控 法團權益 | 77,303,789(L) Domestic shares | 77,303,789(L) 內資股 | 30.19% | 21.82% |
| | | shareholder | | | | | |

Note:

附註:

- 1. 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 2020, 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.

除本報告所披露者外,於二零二零年九月三十日,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在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。

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.

CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions in the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules throughout the Reporting Period, except for the following deviation: 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.

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 利益沖突。

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A.2.1,董事會主席(「主席」)與行政總裁(「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。

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 general manager of the Company (the "General Manager"), details of which were set out in the announcement of the Company dated 20 March 2018.

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經理(「總經理」)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 annual general meeting convened on 19 June 2020, Mr. Yang Weihong was re-elected as an executive Director of the fifth session of the Board of the Company and was re-elected as the Chairman at the meeting of the Board on the same day.

於本公司二零二零年六月十九日召開的股東週年 大會上楊衛紅先生獲重選為本公司第五屆董事會 執行董事,並於當日之董事會會議獲重選為主 席。

Having considered the need of the Company's business development, the Board is of the opinion that the combination of the roles of Chairman and General Manager 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 General Manager 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. However, the Board is considering to separate the roles of Chairman and General Manager and is identifying appropriate candidates.

考慮到本公司業務發展的需要,董事會認為,合併主席與總經理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,主席兼總經理由楊衛紅先生一人擔任。且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。然而,董事會亦在考慮將主席與總經理的職位予以區分,正在物色合適的人選。

AUDIT COMMITTEE

審核委員會

The Company has established an audit committee with terms of reference, which clearly defines the authorities 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 has given its opinion.

本公司已設立審核委員會,並清楚界定其職權及 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。審核委員會由三名獨立非 執行董事周自盛先生、程新生先生及羅文鈺先生 組成。周自盛先生為審核委員會之主席。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。

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 2020

As at the date of this report, the executive Director is Mr. Yang Weihong; the non-executive Directors are Mr. Li Jian, Ms. Peng Bo, Mr. Jo Shibin and Mr. Zheng Yuying; and the independent non-executive Directors are Mr. Cheng Xinsheng, Mr. Peng Zuowen, Mr. Japhet Sebastian Law and Mr. Zhou Zisheng.

* For identification purposes only

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 二零二零年十一月十日

於本報告日期,執行董事為楊衛紅先生;非執行 董事為李健先生、彭渤女士、徐志敏先生及鄭宇 嬰先生;及獨立非執行董事為程新生先生、彭作 文先生、羅文鈺先生及周自盛先生。



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