

证券代码：603569  
债券代码：113519

证券简称：长久物流  
债券简称：长久转债

公告编号：2023-098

## 北京长久物流股份有限公司 关于公司控股孙公司拟购买国际汽车滚装船的公告

本公司董事会及全体董事保证本公告内容不存在任何虚假记载、误导性陈述或者重大遗漏，并对其内容的真实性、准确性和完整性承担个别及连带责任。

### 重要内容提示：

- 北京长久物流股份有限公司（以下简称“公司”）控股子公司久洋船务有限公司（以下简称“久洋船务”）的全资子公司誌喜有限公司（以下简称“誌喜公司”）拟以自筹资金向HOEGH AUTOLINERS SHIPPING AS（以下简称“礼诺航运”）购买其拥有的一艘7000RT国际汽车滚装船，本次交易金额拟定为6,300万美元。
- 本次购买资产事项不构成关联交易，也不构成《上市公司重大资产重组管理办法》规定的重大资产重组，交易实施不存在重大法律障碍。
- 本次交易已经公司第四届董事会第二十七次会议审议通过，无需提交股东大会审议。

### 一、交易概述

为提升公司国际业务体量，增厚公司经营利润，更好的助力国有品牌汽车走向国际，公司拟以控股子公司久洋船务（持股70%）的全资子公司誌喜公司向挪威公司礼诺航运购买一艘7000RT的国际汽车滚装船。本次交易金额拟定为6,300万美元。

公司于2023年10月26日召开的第四届董事会第二十七次会议审议通过了《关于公司控股孙公司拟购买国际汽车滚装船的议案》，本议案无需提交公司股东大会审议。本次购买资产事项不构成关联交易，也不构成《上市公司重大资产重组管理办法》规定的重大资产重组，交易实施不存在重大法律障碍。

### 二、交易对方的基本情况

## 1、HOEGH AUTOLINERS SHIPPING AS

(2) 注册登记号：977270510

(3) 成立时间：1997-03-10

(4) 注册资本：181,800,000挪威克朗

(5) 注册地址：Drammensveien 134 0277 Oslo Norway

(6) 主要人员：总经理兼董事会主席Andreas Waage Enger；董事会成员：  
Sebjørn Dahl、Espen Stubberud、Per Øivind Rosmo

2、礼诺航运与公司及公司控股股东无关联关系。

## 三、交易标的基本情况

船名：HOEGH BANGKOK

IMO号码：9318474

建造年份：2007

建造商：Uljanik Shipyard Croatia

标准车位：7000RT

船级社：DNV

标的资产整体状态管理良好，正常航驶，产权清晰，不存在抵押、质押及其他任何限制转让的情况，亦不涉及诉讼、仲裁事项或查封、冻结等司法措施。

## 四、交易标的评估、定价情况

本次交易的资产评估值由 VesselsValue Limited 作出，福建和道资产评估土地房地产估价有限公司对上述估值证书出具了专业意见书。根据和道评估评报字【2023】咨0116号专业意见书确认，以2023年7月1日为评估基准日，上述船舶估值为6,333万美元。经交易双方一致确认上述船舶以6,300万美元(人民币约45,996.30万元，暂按2023年9月30日汇率折算)为交易价格。

## 五、交易合同或协议的主要内容及履约安排

合同名称：MEMORANDUM OF AGREEMENT

买方：Joy Ample Limited (誌喜有限公司)

卖方：Hoegh Autoliners Shipping AS (礼诺航运)

交易标的：vessel:Hoegh Bangkok

交易价格：USD 63,000,000（6,300万美元）

支付方式：Deposit: As security for the correct fulfilment of this Agreement the Buyers shall lodge, or cause Joy HK Shipping Co., Limited to lodge a deposit of 10 % ( ten percent) of the Purchase Price (the "Deposit") in an interest bearing account (the "Escrow Account") for the Parties with the Deposit Holder within three Banking Days after the date that:

(i) this Agreement has been signed by the Parties and exchanged in original or by e-mail or telefax; and

(ii) the Deposit Holder has confirmed in writing to the Parties that the account has been opened.

保证金：作为履行本协议的担保，买方应在以下日期后的三个银行日内，向或促使久洋船务向双方的托管账户存入购买价格的10%的保证金：

(i) 本协议已由双方签署并以原件或电子邮件或电传形式交换；

(ii) 存款持有人已以书面形式向双方确认账户已开立。

Payment: The Buyers shall, before the scheduled delivery date as notified by the Sellers' 3 days' approximate notice, remit or cause Joy HK Shipping Co., Limited and/or the Buyers' financier(s) to remit an amount sufficient to cover the balance of the Purchase Price and all other sums payable on delivery by the Buyers to the Sellers under this Agreement with the Escrow Account. On delivery of the Vessel, but not later than three (3) Banking Days after the date that Notice of Readiness has been given:

(i) the Deposit shall be released to the Sellers; and

(ii) the balance of the Purchase Price and all other sums payable on delivery by the Buyersto the Sellers under this Agreement shall be paid in full free of bank charges to the Sellers' Account.

付款：买方应在收到卖方通知的预计3天的交货日期之前，通过托管账户汇出或促使久洋船务和/或买方的融资人汇出一笔足以支付购买价余额和买方在本

协议项下交付给卖方时应付的所有其他款项的金额。在船舶交付时，但不迟于发出准备就绪通知之日后的三(3)个银行工作日：

(i) 保证金应支付给卖方；

(ii) 买方在本协议项下应支付给卖方的购买价余额和所有其他款项应全部支付至卖方账户，不含银行手续费。

交付方式：The Vessel shall be delivered and taken over safely afloat at a safe and accessible berth or anchorage at/in Zhoushan, China (state place/range) Exact port to be in the Sellers' option. The place and time of delivery to be subject to government restrictions on crew changes due to contagious diseases. In the event that it becomes impossible to deliver or take delivery of the Vessel due to the above-mentioned restrictions, the new place and time to be mutually agreed between the Parties.

船舶应在中国舟山(指定地点/航程)的安全、可通达的泊位或锚地安全交付和接收，具体港口由卖方选择。如果政府因疫情原因而要求更换机组人员那么交货地点和时间将会进行调整。如果由于上述限制而无法交付或提取船舶，则新的地点和时间由双方共同商定。

违约责任：Buyers' default (买方违约)：

Should the Deposit not be lodged in accordance with Clause 2 (Deposit), the Sellers have the right to cancel this Agreement, and they shall be entitled to claim compensation for their losses and for all expenses incurred together with interest. Should the Purchase Price and all other sums payable upon delivery not be paid in accordance

with Clause 3 (Payment), the Sellers have the right to cancel this Agreement, in which case the Deposit together with interest earned, if any, shall be released to the Sellers. If the Deposit does not cover their loss, the Sellers shall be entitled to claim further compensation for their losses and for all expenses incurred together with interest.

如果保证金未按照规定支付，卖方有权取消本协议，并有权要求赔偿其损失和由此产生的所有费用及利息。采购价款和交货时应付的所有其他款项若未按照

规定支付, 卖方有权取消本协议, 且保证金连同所对应的利息(如有)应归于卖方。如果保证金不能弥补其损失, 卖方有权要求进一步赔偿他们的损失以及由此产生的所有费用和利息。

Sellers' default (卖方违约):

Should the Sellers fail to give Notice of Readiness in accordance with Clause 5(b) or fail to be ready to validly complete a legal transfer by the Cancelling Date the Buyers shall have the option of cancelling this Agreement. If after Notice of Readiness has been given but before the Buyers have taken delivery, the Vessel ceases to be physically ready for delivery and is not made physically ready again by the Cancelling Date and new Notice of Readiness given, the Buyers shall retain their option to cancel. In the event that the Buyers elect to cancel this Agreement, the Deposit together with interest earned, if any, shall be released to them immediately. Should the Sellers fail to give Notice of Readiness by the Cancelling Date or fail to be ready to validly complete a legal transfer as aforesaid they shall make due compensation to the Buyers for their loss and for all expenses together with interest if their failure is due to proven negligence and whether or not the Buyers cancel this Agreement.

如果卖方未能发出准备就绪通知, 或未能在解除日期前准备好有效地完成合法转让, 则买方有权取消本协议。如果在发出准备就绪通知之后, 但在买方提货之前, 船舶的实际准备就绪状态已停止, 并且在发出新的准备就绪通知的解除日期之前未再次做好准备, 买方应保留其取消的选择权。如果买方选择取消本协议, 保证金连同对应的利息(如有)应立即支付给买方。如果卖方未能在解除日期前发出准备就绪通知, 或未能按照上述规定有效地完成合法转让, 卖方应就买方的损失和所有费用以及利息(如果卖方的违约是由于被证实的疏忽, 无论买方是否取消本协议)向买方作出应有的补偿。

## 六、购买资产对上市公司的影响

本次购买国际汽车滚装船, 将进一步提升了公司的国际海运能力, 有助于进

进一步扩大公司国际业务的布局，加快公司国际业务的发展速度，对公司未来经营业绩产生积极影响。

上述国际汽车滚装船在后续市场开发、经营管理等方面可能存在一定的风险，公司将持续关注和推进其市场开发、经营管理情况。敬请广大投资者注意投资风险。

特此公告

北京长久物流股份有限公司董事会

2023年10月27日