



天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 8348)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A CANDIDATE
FOR ELECTION AS A DIRECTOR**

The Procedures for Shareholders to Propose a Candidate for Election as a Director are set out in the Articles of Association of Tianjin Binhai Teda Logistics (Group) Corporation Limited (the "Articles"). As regards shareholders proposing a candidate for election as a director:

"Board"	means	the board of directors of the Company
"The company"	means	Tianjin Binhai Teda Logistics (Group) Corporation Limited
"Director(s)"	means	member(s) of the Board
"Listing Rules or Rules"	means	the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time)
"Articles"	means	the articles of association of Tianjin Binhai Teda Logistics (Group) Corporation Limited (as amended from time to time)
"Shareholders"	means	individuals or corporations holding the shares of the Company
"Shareholder-proposed Candidate(s) "	means	candidate(s) nominated for election as Director(s) by individuals or corporations holding the shares of the Company pursuant to the Articles

Directors shall be natural person elected or changed by the shareholders' meeting. A director may not hold any shares of the Corporation. Directors shall include executive and non-executive directors and non-executive directors shall include independent directors. The number of outside directors (directors who do not take any post in the Corporation) shall be or more than half of the board of directors and there shall be more than 3 independent (non-executive) directors (i.e. directors who are not shareholders of the Corporation and do not take any post in the Corporation). Executive directors refer to the directors who take the post of manager, vice manager or other management positions in the Corporation. Non-executive directors refer to the directors who do not take any post of manager, vice manager or other management positions in the Corporation.

Article
105 of
the
Articles

Directors shall be elected or changed by the shareholders' meeting. Every term of a director is three years. Upon expiry of the term, a director shall be eligible for re-election and re-appointment. Prior to expiration of a director's term, the shareholders' committee may not remove him without cause.

Article
106 of
the
Articles

Shareholders' meeting may, on the basis of complying with relevant laws and administrative regulations, dismiss any director before his term expires by ordinary resolution (claim of compensation according to any agreement shall survive).

Intention of the nominated candidate of directors and a written notice of the candidate expressing his willingness of accepting the nomination shall be submitted to the Corporation one day after the date of notice of the shareholder's meeting, but not later than seven days before the shareholders' meeting is held.

Candidates of the first board of directors shall be nominated by the sponsor and elected by the founding meeting of the Corporation. The quorum of each board of directors shall not less than the prescribed quorum in Article 105 of the Articles, nor exceed the maximum quorum determine in ordinary resolution made by the shareholders' meeting; where voted quorum of directors exceeds the determined maximum quorum, the directors shall be confirmed in the order of the candidates with highest votes to lowest votes, while the total quorum shall not exceed the determined maximum quorum.

The proposal of candidate lists of board of directors and board of supervisors shall be decided by vote on shareholders' general meeting.

Article
84 of
the
Articles

The nomination methods and procedures of board of directors and board of supervisors are set below:

Article
85 of
the
Articles

1. The shareholders holding 5 % or more of the total voting shares of the Corporation issued may make a written proposal to the shareholders' general meeting on the candidates of board of directors and candidates of board of supervisors (excluding supervisors selected from workers representatives). But the number of the candidates shall comply with regulations of this Articles of Association and shall not exceed the number as planned. The fore mentioned proposal from the shareholders shall be sent to the Corporation at 14 days prior to the commencement of the shareholder's general meeting;
2. The proposed name list of candidates of board of directors and candidates of board of supervisors (selected from representatives of shareholders) shall comply with the number as planned and be pursuant to the regulations of this Articles of Association.; the board of directors shall examine the competence of the candidates applying for the position of the board of directors; the board of supervisors shall examine the competence of the candidates applying for the position of board of supervisors; after examining and approving the candidates of board of directors and board of supervisors, a written proposal with regard to the resolution shall be made to the shareholders' general meeting;
3. Relevant written documents concerning candidates' inclination, the acceptance of the nomination as well as their personal information shall be made to the Corporation 7 days prior to the commencement of the shareholders' general meeting; the board of directors and board of supervisors shall provide the candidates' resumes and basic conditions to the shareholders;
4. At shareholders' general meeting, votes shall be cast for each candidate one by one for each director or supervisor candidate.
5. If there is any supplement of the candidates, the board of directors and board of supervisors shall make a proposal to the shareholders' general meeting for election and replacement.

** For identification purposes only*