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)

The Board of Directors (the "Board") of the Company
TERMS OF REFERENCE AND RULES OF PROCEDURE
FOR THE NOMINATION COMMITTEE
(Amended by the Company pursuant to the Board resolution passed on 10 May 2019)

1 MEMBERSHIP

1.1 Members of the Nomination Committee shall be appointed by the Board of the Company.

1.2 Independent non-executive directors ("INEDs") shall comprise the majority of the members of the Nomination Committee.

2 CHAIRMAN

2.1 The chairman of the Nomination Committee shall be appointed by the Board of the Company and shall either be the chairman of the Board or an INED.

3 SECRETARY

3.1 The company secretary shall be the secretary of the Nomination Committee. In the absence of the company secretary, his/her delegate(s) or any person appointed by the members present at the meeting of the Nomination Committee shall attend the meeting of the Nomination Committee and take minutes.

4 PROCEDURES OF THE NOMINATION COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company's Bye-laws (as amended from time to time) for regulating meetings of the Board shall apply to the meetings and procedures of the Nomination Committee.

* *For identification purposes only*

4.1 Quorum

4.1.1. The quorum for meetings of the Nomination Committee shall be any two members.

4.2 Frequency of meetings

4.2.1. The Nomination Committee shall hold at least one regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

4.3 Attendance at meetings

4.3.1. Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment (through which all persons participating in the meeting are capable of hearing each other).

4.3.2. Other directors, company secretary (or his/her delegate(s)), head of human resources and relevant senior management and any person(s) invited by a Committee member may be in attendance at meetings of the Nomination Committee upon invitation by the Nomination Committee.

4.4 Notice of meetings

4.4.1. A meeting of the Nomination Committee may be convened by any of its members or by the company secretary.

4.4.2. Unless otherwise agreed by all members of the Nomination Committee, notice of at least five days (including the date of the meeting but with the date of the notification excluded) shall be given for a regular meeting of the Nomination Committee.

4.4.3. Notice of meetings may be given to the members of the Nomination Committee orally, in writing or through telephones, facsimiles or e-mails according to the telephone numbers and addresses notified by the members of the Nomination Committee to the company secretary from time to time or be sent to the members of the Nomination Committee by means as agreed by the members of the Nomination Committee from time to time.

4.4.4. Agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and other attendees at least two days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

4.5.1. Full minutes of the Nomination Committee shall be kept by the company secretary. The company secretary shall send the draft and final versions of minutes of Nomination Committee meetings to all Nomination Committee members for their comment and records, respectively, within a reasonable time after the meeting and send all written resolutions of the Nomination Committee to all Board members within a reasonable time.

4.6 Written resolution

4.6.1. A resolution signed in writing by all the members of the Nomination Committee shall be valid as if it had been passed at a meeting of the Nomination Committee duly convened and held.

5 RESPONSIBILITIES AND AUTHORITIES

The Nomination Committee shall have the responsibilities and authorities hereunder:

5.1 To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

5.2 To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

5.3 To assess the independence of INEDs;

5.4 To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors (in particular the chairman of the Board and the chief executive);

5.5 To make reference to the nomination policy adopted by the Board and the Policy on Diversification of Members of the Board (Annex I) when performing its functions under items 5.1, 5.2 and 5.4, taking into account objectively the benefits of diversification of members of the Board.

5.6 To review the Policy on Diversification of Members of the Board when appropriate, and review the measurable objectives and progress in attaining the objectives under the Policy on Diversification Members of the Board to ensure its effectiveness.

5.7 To be provided with sufficient resources by the Company to perform its duties and shall have access to independent professional advice if necessary at the Company's expense;

5.8 All members shall have access to the advice and services of the company secretary, and separate and independent access to the Company's senior management for obtaining necessary information;

5.9 To disclose its terms of reference on the websites of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company, explain its role and the authorities delegated by the Board.

6 REPORTING RESPONSIBILITIES

6.1 The Nomination Committee shall report to the Board after each meeting.

7 ANNUAL GENERAL MEETING

7.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Nomination Committee's work and responsibilities.

8 POWERS OF THE BOARD

8.1 The Board may at any time, subject to the compliance with the Articles of Association of the Company and the GEM Listing Rules (including the Corporate Governance Code) of the Stock Exchange, amend, supplement and revoke all rules of the resolution provided that no amendments and supplement to and revocation of these rules of the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such rules of the resolution had not been amended, supplemented or revoked.

Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the Chinese version shall prevail.

Annex I

Tianjin Binhai Teda Logistics (Group) Corporation Limited
Policy on Diversification of Members of the Board

1. VISION AND PURPOSE

Tianjin Binhai Teda Logistics (Group) Corporation Limited (hereinafter referred to as the "Company") believes that the diversification of members of the Board is beneficial for enhancing the performance of the Company.

The policy is aimed at setting out the approaches adopted by the Company to achieve the diversification of members of the Board.

2. POLICY

In setting the composition of the Board, the Company will consider the diversification of members of the Board from various aspects, including but not limited to gender, age, cultural and educational background, race, professional experience, skills and knowledge. All appointments to the Board shall follow the principle of meritocracy, taking into account objectively the benefits of diversification of members of the Board when considering the candidates.

3. MEASURABLE OBJECTIVES

The selection of candidates for the Board will be based on a range of diversified categories, including but not limited to gender, age, cultural and educational background, race, professional experience, skills and knowledge.

4. MONITORING AND REPORTING

The Nomination Committee will disclose the composition of the Board and the summary of this policy, including any measurable objectives set for implementing this policy and progress on achieving those objectives in the Corporate Governance Report annually and oversee the implementation of the policy.

5. REVIEW OF THE POLICY

The Nomination Committee will review the policy when appropriate to ensure its effectiveness. The Nomination Committee will discuss any amendments necessary to be made, and submit the proposed amendments to the Board for approval.