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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The board of directors (the “**Board**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司) (the “**Company**”) hereby announces that in order to thoroughly implement the relevant requirements such as strengthening the leadership of the Communist Party of China in corporate governance and incorporating the State Council’s key requirements for the three-year action of the reform of state-owned enterprises into the company’s articles (the “**Requirements**”), based on the actual situation of the Company, the Board proposes to amend the relevant provisions of the Articles of Association of the Company (the “**Articles of Association**”) to meet the Requirements. Accordingly, the Company will hold the first extraordinary general meeting of the Company in 2022 (the “**EGM**”) to amend the relevant provisions of the Articles of Association. Details of the proposed amendments are as follows:

No.	Original Articles	Revised Articles
1.	<p>Article 8.</p> <p>According to the requirements of the “Constitution of the Communist Party of China (the “Party”)", the Corporation has set up a Party Organisation, and related working organs and assigned personnel to handle Party affairs. The establishment of the Party Organisation and working organs and the designation of personnel thereunder shall be included into the Corporation’s management organisation and staffing system, and it should be ensured that sufficient funds shall be provided in the Corporation’s budget to cover expenses required for the smooth operation of the Party Organisation.</p>	<p>Article 8.</p> <p>According to the requirements of the “Constitution of the Communist Party of China (the “Party”)", the Corporation has set up a Party Organisation, and related working organs and assigned personnel to handle Party affairs. The establishment of the Party Organisation and working organs and the designation of personnel thereunder shall be included into the Corporation’s management organisation and staffing system, and it should be ensured that sufficient funds shall be provided in the Corporation’s budget to cover expenses required for the smooth operation of the Party Organisation.</p>

No.	Original Articles	Revised Articles
		<p><u>In accordance with the requirements of the “Constitution of the Communist Party of China” (《中國共產黨章程》), the Corporation shall establish a Communist Party of China organization to carry out the activities of the Party, set up a working organ for the Party, allocate sufficient staff to deal with Party affairs and guarantee sufficient funds to operate the Party Organisation.</u></p>
2.	<p>Article 11.</p> <p>The Articles of Association shall be binding on the Corporation and its shareholders, board of directors, supervisors, managers, and other senior management officials, who are able to implement their own rights in terms of business issues of the Corporation in accordance with the Articles of Association.</p> <p>.....</p>	<p>Article 11.</p> <p>The Articles of Association shall be binding on the Corporation and its shareholders, <u>members of the Party Organisation,</u> board of directors, supervisors, managers, and other senior management officials, who are able to implement their own rights in terms of business issues of the Corporation in accordance with the Articles of Association.</p> <p>.....</p>
3.	<p>Article 106.</p> <p>In order to ensure the Party Organisation effectively plays a core role in leadership and politics, the Corporation shall strengthen the construction of a strong Party Organisation which shall adhere firmly to the leadership of the Party, follow strictly the directions set by the Party for services, production and operation; so as to lead the general direction, control the general situation, and ensure successful implementation. The Corporation shall establish a Party Organisation which shall consist of one secretary for the Party Organisation, one full-time deputy secretary, one secretary to the Discipline Inspection Committee and sufficient number of other full-time personnel to handle Party affairs. Members of the Party Organisation who also serve as directors, supervisors and senior management of the Corporation shall, in making decisions regarding major operation and management issues of the Corporation, convey advice from the Party Organisation and reflect the intention of the Party Organisation, and report to the Party Organisation in a timely manner. The Corporation shall establish the Discipline Inspection and Supervision Organisation to carry out inspection and supervision on the compliance with the disciplines of the Party. The appointment and dismissal of the secretary and other members of the Party Organisation shall be made in accordance with the relevant requirements.</p>	<p>Article 106.</p> <p>In order to ensure the Party Organisation effectively plays a core role in leadership and politics, the Corporation shall strengthen the construction of a strong Party Organisation which shall adhere firmly to the leadership of the Party, follow strictly the directions set by the Party for services, production and operation; so as to lead the general direction, control the general situation, and ensure successful implementation. The Corporation shall establish a Party Organisation which shall consist of one secretary for the Party Organisation, one full-time deputy secretary, one secretary to the Discipline Inspection Committee and sufficient number of other full-time personnel to handle Party affairs. Members of the Party Organisation who also serve as directors, supervisors and senior management of the Corporation shall, in making decisions regarding major operation and management issues of the Corporation, convey advice from the Party Organisation and reflect the intention of the Party Organisation, and report to the Party Organisation in a timely manner. The Corporation shall establish the Discipline Inspection and Supervision Organisation to carry out inspection and supervision on the compliance with the disciplines of the Party. The appointment and dismissal of the secretary and other members of the Party Organisation shall be made in accordance with the relevant requirements.</p>

No.	Original Articles	Revised Articles
		<p><u>According to the provisions of the “Constitution of the Communist Party of China”, the general CPC branch committee of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司) (hereinafter referred to as the “Party Organisation”) shall be established, subject to approval by the higher Party organisations. The members of Party Organisation of the Corporation shall be elected from the Party member congress and each term of office is generally 3 years. Regular re-election shall be conducted upon the expiration of its term of office. The number of Party secretary, deputy Party secretary and other members of Party Organisation of the Corporation shall be set up subject to approval by the higher Party organisations, and shall be elected or appointed based on the relevant provisions of the “Constitution of the Communist Party of China”. In accordance with the principles of strengthening the work of the Party and lean and efficient coordination, the Party Organisation of the Corporation has set up the special working organs responsible for the management of leaders and the construction of grass-roots Party Organisations. A certain number of full-time and part-time Party affairs staff will be allocated, who shall enjoy the same rank and remuneration as the operation and management staff, and two-way exchange between Party affairs staff and other operation and management staff will be promoted.</u></p> <p><u>The Corporation adheres and improves the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Organisation may join the board of directors and the management through statutory procedures, and eligible Party members in the board of directors and the management may join the Party Organisation in accordance with the relevant regulations and procedures.</u></p>

No.	Original Articles	Revised Articles
		<p><u>The secretary of the Party Organisation and the chairman of the board of directors shall be the same person in general. A deputy secretary, generally serving as a member of the board of directors rather than a management member, shall be designated to be solely responsible for party building work for the Party Organisation. Members of the Party Organisation who enter the board of directors and management shall, in making decisions by the board of directors and the management, convey advice from the Party Organisation and reflect the intention of the Party Organisation, and report to the Party Organisation in a timely manner.</u></p> <p><u>The working funds of the Party Organisation of the Corporation are guaranteed via channels such as including it in management expenses, which are inclined to the front line of production and operation. The expenses included in management expenses shall be based on the proportion of 1% of the total amount of staff salaries of the Corporation for the previous year, and shall be included in the annual budget of the Corporation. Various resources shall be integrated and applied to well arrange the Party Organisation activities.</u></p>

No.	Original Articles	Revised Articles
4.	<p>Article 107.</p> <p>The Party Organisation shall adhere to the collective leadership system and operate in compliance with the following principles:</p> <ol style="list-style-type: none"> 1. upholding the Party's leadership and ensuring implementation of the theories, directions and policies of the Party; 2. strengthening the Party discipline in all aspects by operating in accordance with the Constitution of the Party and other internal rules and regulations of the Party to fulfill its responsibility in governing and administrating the Party; 3. upholding the democratic centralism to ensure the Party's vitality, solidarity and unity; 4. upholding the integration of the core leadership and political role of the Party Organisation with the exercising of their authorities by the board of directors and the management in accordance with the laws and the Articles, turning the Party's opinions into decisions made by the board or the management through legal and democratic procedures. 	<p>Article 107.</p> <p>The Party Organisation shall adhere to the collective leadership system and operate in compliance with the following principles:</p> <ol style="list-style-type: none"> 1. upholding the Party's leadership and ensuring implementation of the theories, directions and policies of the Party; 2. strengthening the Party discipline in all aspects by operating in accordance with the Constitution of the Party and other internal rules and regulations of the Party to fulfill its responsibility in governing and administrating the Party; 3. upholding the democratic centralism to ensure the Party's vitality, solidarity and unity; 4. upholding the integration of the core leadership and political role of the Party Organisation with the exercising of their authorities by the board of directors and the management in accordance with the laws and the Articles, turning the Party's opinions into decisions made by the board or the management through legal and democratic procedures. <p><u>The Party Organisation of the Corporation shall study and discuss major business management matters in advance and insist on consistency in decision-making quality and efficiency, and generally go through the procedures of proposing motions, formulating proposed plans, studying and discussing by the Party Organisation, communicating before the meetings of the board of directors, and implementing the intention of the Party Organisation during the meetings of the board of directors.</u></p>

No.	Original Articles	Revised Articles
		<p><u>The Corporation's major operation and management matters must be studied and discussed by the Party Organisation before decisions are made by the board of directors in accordance with its functions and powers and prescribed procedures. For the board of directors to authorize the decision-making proposal, the Party Organisation shall maintain strict control to prevent undue and excessive authorization. For the board of directors to authorize the general manager to make decisions, the Party Organisation generally shall not carry out any prior examination and discussion, but shall play an effective role through appropriate means. The matters to be studied and discussed mainly include:</u></p> <ol style="list-style-type: none"> <u>1. thorough implementation of the decisions and deployments of the Party Central Committee and important measures of national development strategies;</u> <u>2. the development strategies, medium and long-term development plans and important reform proposals of the Corporation;</u> <u>3. principles and directional issues involving the Corporation's asset restructuring, change of property rights, capital operations and significant investments;</u> <u>4. the establishment of and adjustment to the Corporation's organizational structure and the formulation and amendment of the Corporation's important rules and systems;</u> <u>5. important matters regarding the Corporation's safe production, maintenance of stability, interests of employees and social responsibilities;</u> <u>6. other material matters required to be studied and decided by the Party Organisation.</u>

No.	Original Articles	Revised Articles
		<p data-bbox="858 129 1474 427"><u>The Party Organisation of the Corporation shall draw up a list of matters to be studied and discussed in the light of the practical situations of the Corporation, and clarify the powers and responsibilities of the Party Organisation and other governance bodies such as the board of directors and management.</u></p> <p data-bbox="858 470 1474 1351"><u>The Party Organisation of the Corporation shall adhere strictly to studying and discussing major operation and management issues in advance, focusing on whether the decisions are in line with the Party’s theories and policies, whether they are in line with the decisions of the Party Central Committee and the implementation of national development strategies, whether they are in compliance with the requirements of the municipal Party committee and the municipal government, whether they conform to the principle of city development based on manufacturing industry and “Tianjin +” reform principles, whether they are conducive to promoting the high quality development of the Corporation, enhancing the Corporation’s competitive strength and realizing the preservation and appreciation of value of state-owned assets, and whether they are conducive to safeguarding the public interest and the legal rights and interests of workforce.</u></p>

No.	Original Articles	Revised Articles
5.	<p data-bbox="236 134 403 161">Article 108.</p> <p data-bbox="236 208 842 346">The Party Organisation of the Corporation shall perform its duties pursuant to the Constitution of the Party and other regulations of the Party.</p> <ol data-bbox="236 400 842 1623" style="list-style-type: none"> <li data-bbox="236 400 842 729">1. To ensure and supervise the effective implementation of directions and policies of the Party and the state as well as the execution of material strategic decisions of the Party Central Committee and the State Council and the arrangement on relevant material works of the Party Committee of the SASAC and Party Organisation of higher levels in the Corporation; <li data-bbox="236 772 842 1102">2. To strengthen the leadership and gate keeping role in the process of selection and appointment of personnel and adhere to the principle of the Party exercising leadership over the cadres, the principle of the legitimate selection of operators by the board of directors, and the exercise of power as regards the right of cadres' appointment by the operators in accordance with laws; <li data-bbox="236 1144 842 1623">3. To study and discuss reform, development and stability of the Corporation, and substantial matters on operation and management decided by the Corporation as well as material issues relating to the interests of the Corporation's staff, and provide advices and recommendations in this regard. To support the general meeting, the board of directors, the Supervision Committee and the management in performing their duties according to laws and support the congress of employee representatives in carrying out itswork; 	<p data-bbox="858 134 1026 161">Article 108.</p> <p data-bbox="858 208 1473 346">The Party Organisation of the Corporation shall perform its duties pursuant to the Constitution of the Party and other regulations of the Party.</p> <ol data-bbox="858 400 1473 1623" style="list-style-type: none"> <li data-bbox="858 400 1473 729">1. To ensure and supervise the effective implementation of directions and policies of the Party and the state as well as the execution of material strategic decisions of the Party Central Committee and the State Council and the arrangement on relevant material works of the Party Committee of the SASAC and Party Organisation of higher levels in the Corporation; <li data-bbox="858 772 1473 1102">2. To strengthen the leadership and gate keeping role in the process of selection and appointment of personnel and adhere to the principle of the Party exercising leadership over the cadres, the principle of the legitimate selection of operators by the board of directors, and the exercise of power as regards the right of cadres' appointment by the operators in accordance with laws; <li data-bbox="858 1144 1473 1623">3. To study and discuss reform, development and stability of the Corporation, and substantial matters on operation and management decided by the Corporation as well as material issues relating to the interests of the Corporation's staff, and provide advices and recommendations in this regard. To support the general meeting, the board of directors, the Supervision Committee and the management in performing their duties according to laws and support the congress of employee representatives in carrying out itswork;

No.	Original Articles	Revised Articles
	<p>4. To assume full responsibility for enforcing strict discipline of the Party. To lead the Corporation's ideological and political work, united front work, creation of spiritual civilization, creation of corporate culture as well as mass organisations such as the labour union and the Communist Youth League. To play a leading role in the construction of the Party's working style and a clean and honest government, and support the disciplinary committee in fulfilling its responsibility of supervision in practice;</p> <p>5. To strengthen the building of the Corporation's primary Party Organisation and ranks of Party members, to give full play to the role of Party branches as militant bastions and to the role of Party members as vanguard and exemplar, to unite and lead cadres and employees to devote themselves into the reform and development of the Corporation;</p> <p>6. Other material matters that fall within the scope of duties of the Party Organisation.</p>	<p>4. To assume full responsibility for enforcing strict discipline of the Party. To lead the Corporation's ideological and political work, united front work, creation of spiritual civilization, creation of corporate culture as well as mass organisations such as the labour union and the Communist Youth League. To play a leading role in the construction of the Party's working style and a clean and honest government, and support the disciplinary committee in fulfilling its responsibility of supervision in practice;</p> <p>5. To strengthen the building of the Corporation's primary Party Organisation and ranks of Party members, to give full play to the role of Party branches as militant bastions and to the role of Party members as vanguard and exemplar, to unite and lead cadres and employees to devote themselves into the reform and development of the Corporation;</p> <p>6. Other material matters that fall within the scope of duties of the Party Organisation.</p> <p><u>The Party Organisation of the Corporation shall play a leading role, supervising the Corporation's direction of development, monitoring the whole picture and promoting implementation, discussing and making decisions on significant matters of the Corporation in accordance with the regulations. The main responsibilities are:</u></p> <p><u>1. to enhance the political construction of the Party in the Corporation, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all the Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</u></p>

No.	Original Articles	Revised Articles
		<p><u>2. to thoroughly study and implement Xi Jinping’s Socialism ideology with Chinese characteristics in the new era, learn and propagate the Party’s theories, thoroughly implement the Party’s lines, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party Organisation at a higher level in the Corporation;</u></p> <p><u>3. to investigate and discuss the significant operation and management matters of the Corporation and support the board of directors and the management to exercise their rights and perform their duties in accordance with the laws;</u></p> <p><u>4. to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Corporation, and the building of the leading team, cadre and talents team of the Corporation;</u></p> <p><u>5. to undertake the main responsibility in improving the Party’s conduct and upholding integrity, lead and support internal discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules and promote the Party’s self-governance fully and extend to the grassroots level;</u></p> <p><u>6. to strengthen the building of grassroot Party Organisations and teams of Party members, unite and lead officials and employees to devote themselves into the reform and development of the Corporation;</u></p> <p><u>7. to lead the Corporation’s ideological and political work, the spirit and civilization construction, the united front work and lead mass organizations such as the Labour Union, Communist Youth League and Women’s Organization of the Corporation.</u></p>

No.	Original Articles	Revised Articles
6.	<p>Article 122.</p> <p>The board of directors is accountable to the shareholders' committee, and shall exercise the following powers:</p> <p>.....</p> <p>14. exercising the financing and loaning authorities and deciding pledge, lease, subcontracting or transfer by complying with relevant laws, regulations, rules and the article of associations, or authorizing the manager to exercise such authorities within certain scope; and</p> <p>15. Other authorities authorized by shareholders' meeting and the Articles of Association.</p> <p>.....</p>	<p>Article 122.</p> <p>The board of directors is accountable to the shareholders' committee, <u>and it formulates strategies, makes decisions and prevents risks,</u> and shall exercise the following powers:</p> <p>.....</p> <p>14. exercising the financing and loaning authorities and deciding pledge, lease, subcontracting or transfer by complying with relevant laws, regulations, rules and the article of associations, or authorizing the manager to exercise such authorities within certain scope; and</p> <p><u>15. determining the risk management system, the internal control system, the system for accountability for non-compliant operation and investment, and legal compliance management system of the Corporation, and to monitor and assess operation thereof; and</u></p> <p>15-16. Other authorities authorized by shareholders' meeting and the Articles of Association.</p> <p>.....</p>

No.	Original Articles	Revised Articles
7.	<p>Article 138.</p> <p>The Corporation shall have one manager who shall be appointed or dismissed by the board of directors. The Corporation shall have several vice managers, one person in charge of finance. Vice managers and person in charge of finance shall be named by the manager and appointed or dismissed by the board of directors.</p> <p>Vice managers and person in charge of finance shall assist and responsible for the manager.</p>	<p>Article 138.</p> <p>The Corporation shall have one <u>general manager (manager)</u> who shall be appointed or dismissed by the board of directors. The Corporation shall have several vice <u>general managers (vice managers)</u>, one person in charge of finance. Vice managers and person in charge of finance shall be named by the manager and appointed or dismissed by the board of directors.</p> <p>Vice managers and person in charge of finance shall assist and responsible for the manager.</p> <p><u>The Corporation shall implement a market-based system for selecting and hiring professional managers and introduce a system to manage members of management with tenure and contract. The management shall be appointed, supervised and managed by the board of directors, with a tenure of no more than three years, subject to a renewal by the board of directors upon the expiration of its term of office. The management have annual and tenure targets as determined by the board of directors, which strictly assesses their performance and pays their remuneration as specified in the contract. Professional managers shall strictly be recruited according to principles of market-based selection and recruitment, be managed by contract, differentiated remuneration and market-oriented exit, and the board of directors shall negotiate with the professional managers to determine the level of remuneration reasonably, and the conditions of termination of the employment relationship.</u></p>

No.	Original Articles	Revised Articles
8.	<p>Article 140.</p> <p>The manager shall develop manager working rules, which shall be implemented after being approved by the Board of Directors.</p>	<p>Article 140.</p> <p><u>The management is the executive body of the Corporation, which is responsible for operations management, implementation and strong leadership.</u> The manager shall develop manager working rules, which shall be implemented after being approved by the Board of directors. <u>The manager shall, through the manager office meeting and other forms of meetings, exercise the authorization of the board of directors. For matters which the general manager is authorized by the board of directors to make decisions, prior to any decision making, the manager office shall generally listen to the views of the Party secretary and the chairman of the board of directors, in case a consensus has not be reached, the proposal shall not be proposed in the meeting. On other important issues, the manager office shall also value and listen to the views of the Party secretary and the chairman of the board of directors.</u></p>
9.	<p>Article 208.</p> <p>The Corporation adopts appointment system to managers and contract system to general staff. The Corporation may decide staffing independently and shall have the right to recruit and dismiss managers and staff in accordance with relevant laws and regulations.</p>	<p>Article 208.</p> <p>The Corporation adopts appointment system to managers and contract system to general staff. The Corporation may decide staffing independently and shall have the right to recruit and dismiss managers and staff in accordance with relevant laws and regulations.</p> <p><u>The Corporation shall continue to improve its market-oriented employment and remuneration structure, implement open recruitment of employees, competition for management promotion, performance appraisal for all staff, position adjustment and exit mechanism for incompetent employees, establish a market competitive market-rate remuneration structure for key and core talents, and flexibly carry out various forms of medium and long-term incentives.</u></p>

In respect of the proposed amendments to the Articles of Association, nine articles are amended only, and no article is added or deleted. The number of articles of the amended Articles of Association remains the same. The Articles of Association is prepared in Chinese and the English translated version is for reference only. In case of inconsistency between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

The above-mentioned proposed amendments to the Articles of Association are subject to the consideration and approval at the EGM by way of special resolution. A circular containing details of the above-mentioned proposed amendments to the Articles of Association and the notice of EGM will be despatched to the shareholders of the Company in due course. Your attention is drawn to the circular containing details on the proposed amendments to the Articles of Association and the notice of the EGM.

By order of the Board
天津濱海泰達物流集團股份有限公司
Tianjin Binhai Teda Logistics (Group) Corporation Limited*
Yang Weihong
Chairman

Tianjin, the PRC
27 June 2022

As at the date of this announcement, the Board comprises Mr. Yang Weihong as executive director; Mr. Li Jian, Ms. Peng Bo, Mr. Jo Shibin and Mr. Zheng Yuying as non-executive directors; and Mr. Cheng Xinsheng, Mr. He Yongjun, Mr. Japhet Sebastian Law and Mr. Peng Zuowen as independent non-executive directors.

This announcement, for which the Directors 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 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 announcement 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 this announcement or any statement herein misleading.

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* For identification purpose only