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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 enhance the corporate governance structure and promote the standardized operation of the Company, after reviewing the existing Articles of Association of the Company (the “**Articles of Association**”) in accordance with the “Company Law”, the “Guidelines on the Standardized Operation of Listed Companies” and the “Guidelines on the Articles of Association of Listed Companies” and other laws and regulations, the Board proposes to amend the relevant provisions of the Articles of Association. Accordingly, the Company will hold an annual general meeting on 12 May 2023 (the “**AGM**”) 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 51.</p> <p>Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Corporation for issuance of a replacement certificate in respect of such shares (Relevant Shares) if his share certificate (Original Share Certificate) is lost. As to the bearer of warrant, the Corporation shall not issue a new warrant to replace the old one unless it is convinced that the old one is destroyed.</p>	<p>Article 51.</p> <p>Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Corporation for issuance of a replacement certificate in respect of such shares (Relevant Shares) if his share certificate (Original Share Certificate) is lost. As to the bearer of warrant, the Corporation shall not issue a new warrant to replace the old one unless it is convinced that the old one is destroyed.</p>

No.	Original Articles	Revised Articles
	<p>Applications for the replacement of share certificates from holders of domestic investment shares that have lost their certificates shall be dealt with in accordance with Article 144 of the <i>Company Law</i>.</p> <p>... ..</p>	<p>Applications for the replacement of share certificates from holders of domestic investment shares that have lost their certificates shall be dealt with in accordance with Article 144 of the <i>Company Law</i>.</p> <p>... ..</p>
2.	<p>Article 83.</p> <p>The following matters shall be resolved by way of an ordinary resolution of the shareholders' general meeting:</p> <ol style="list-style-type: none"> 1. Work reports of the board of directors and the board of supervisors; 2. Plans for the distribution of profits and making up of losses drafted by the board of directors; 3. Removal of members of the board of directors and the board of supervisors, their remuneration and method of payment of their remuneration; 4. The Corporation's annual budget, final accounts, balance sheet, profit statement and other financial statements; 5. The extension or termination of the contract with an Accounting Office; and 6. Matters other than those that laws, administrative regulations or the Corporation's Articles of Association require to be passed by way of a special resolution. <p>The remuneration mentioned in the proceeding Item3 includes (but not limited to) the remuneration payable to relative board of directors and supervisors when they lose their positions or retire from the Corporation.</p>	<p>Article 83.</p> <p>The following matters shall be resolved by way of an ordinary resolution of the shareholders' general meeting:</p> <ol style="list-style-type: none"> 1. work reports of the board of directors and the board of supervisors; 2. plans for the distribution of profits and making up of losses drafted by the board of directors; 3. removal of members of the board of directors and the board of supervisors, their remuneration and method of payment of their remuneration; 4. the Corporation's annual budget, final accounts, balance sheet, profit statement and other financial statements; 5. the extension or termination of the contract with an Accounting Office; and 6. matters other than those that laws, administrative regulations or the Corporation's Articles of Association require to be passed by way of a special resolution; and <p><u>7. according to the GEM Listing Rules, the guarantee matters subject to the resolution of the shareholders' meeting, except the guarantee matters subject to the special resolution of the shareholders' meeting as stipulated in Article 84 of the Articles of Association.</u></p> <p>The remuneration mentioned in the proceeding</p>

No.	Original Articles	Revised Articles
		Item3 includes (but not limited to) the remuneration payable to relative board of directors and supervisors when they lose their positions or retire from the Corporation.
3.	<p>Article 84.</p> <p>The following matters shall be resolved by way of a special resolution of the shareholders' general meeting:</p> <p>... ..</p> <p>8 . Buying or selling significant assets of the Corporation within one year or giving a guarantee having the amount of more than 30% that of the total assets in the latest audit;</p> <p>9. Recall of the board of directors not having finished their term of service; and</p> <p>10. Other matters that, as resolved by way of an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Corporation and require adoption by way of a special resolution.</p> <p>... ..</p>	<p>Article 84.</p> <p>The following matters shall be resolved by way of a special resolution of the shareholders' general meeting:</p> <p>... ..</p> <p>8 . Buying or selling significant assets of the Corporation within one year or giving a guarantee having the amount of more than 30% that of the total assets in the latest audit; and</p> <p>9. Recall of the board of directors not having finished their term of service; and</p> <p>10. Other matters that, as resolved by way of an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Corporation and require adoption by way of a special resolution.</p> <p>... ..</p>
4.	<p>Article 108.</p> <p>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:</p> <p>... ..</p>	<p>Article 108.</p> <p>The Party Organisation of the Corporation shall play a leading role, supervising the Corporation's direction of development, monitoring the whole picture and promoting ensuring implementation, discussing and making decisions on significant matters of the Corporation in accordance with the regulations. The main responsibilities are:</p> <p>... ..</p>

No.	Original Articles	Revised Articles
5.	<p>Article 122.</p> <p>The board of directors is accountable to the shareholders' committee, and it formulates strategies, makes decisions and prevents risks, and shall exercise the following powers:</p> <p>... ..</p> <p>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</p> <p>16 . Other authorities authorized by shareholders' meeting and the Articles of Association.</p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items 6,7, 12and 13, which shall require the affirmative vote of more than two-thirds of the directors.</p> <p>... ..</p>	<p>Article 122.</p> <p>The board of directors is accountable to the shareholders' committee, and it formulates strategies, makes decisions and prevents risks, and shall exercise the following powers:</p> <p>... ..</p> <p>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</p> <p><u>16. deciding on the guarantee matters other than those stipulated in Articles 83 and 84 of the Articles of Association, including but not limited to providing guarantee to wholly-owned subsidiaries, non-wholly-owned subsidiaries within the scope of consolidated statements and participating companies in proportion to their capital contribution; and</u></p> <p>1617 . Other authorities authorized by shareholders' meeting and the Articles of Association;</p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items 6,7, 12and 13, which shall require the affirmative vote of more than two-thirds of the directors.</p> <p>... ..</p>

No.	Original Articles	Revised Articles
6.	<p>Article 216.</p> <p>In any of the following circumstances, a Corporation may be dissolved and liquidated according to relevant laws, regulations, rules and measures:</p> <p>... ..</p> <p>5. the Corporation is dissolved by People’s Court in accordance with the Article 183 of Corporation Law.</p> <p>6. if the Corporation is lawfully ordered to close down as a result of violation of laws and administrative regulations.</p>	<p>Article 216.</p> <p>In any of the following circumstances, a Corporation may be dissolved and liquidated according to relevant laws, regulations, rules and measures:</p> <p>... ..</p> <p>5. the Corporation is dissolved by People’s Court in accordance with the Article 183 of <u>Company Law</u>.</p> <p>6. if the Corporation is lawfully ordered to close down as a result of violation of laws and administrative regulations.</p>

In respect of the proposed amendments to the Articles of Association, six 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 written 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 AGM by way of a special resolution. A circular containing details of the above-mentioned proposed amendments to the Articles of Association and the notice of the AGM 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 AGM.

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

23 March 2023

As at the date of this announcement, the Board comprises Mr. Yang Weihong as executive Director; Mr. Li Jian, Mr. Jo Shibin, Mr. Zhou Zhiyuan and Mr. Zhang Yan 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.

This announcement will remain on the “Latest Listed Company Announcements” page of the Stock Exchange’s website at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.tbt.cn.

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