



**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)**

**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD  
 ON FRIDAY, 11 NOVEMBER 2011 (or at any adjournment thereof)**

I/We, \_\_\_\_\_ of \_\_\_\_\_ <sup>(Note 1)</sup> being the registered holder of \_\_\_\_\_ Domestic Shares/H Shares<sup>(Note 2)</sup> in Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the "Company"), **HEREBY APPOINT**<sup>(Note 3)</sup> the Chairman of the Extraordinary General Meeting or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the Extraordinary General Meeting of the Company ("EGM") to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People's Republic of China (the "PRC") on Friday, 11 November 2011 at 9:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

ORDINARY RESOLUTION <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To consider and approve the appointment of Mr. Cheong Ying Chew Henry as independent non-executive Director of the Company with a term commencing from the date of the Meeting until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Cheong Ying Chew Henry on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;		

SPECIAL RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
2.	To consider and approve the amendment to the articles of the Company (the "Articles") in the following manner: Existing Article 114 of the Articles be deleted in entirety and replaced by the following: The company has a board of directors which is accountable to the general meetings. The board of directors comprises nine directors, no less than one of whom are executive directors and no less than seven of whom are non-executive directors. The board of directors has one chairman.		

Dated this \_\_\_\_\_ date of \_\_\_\_\_ 2011 Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares in the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s). Please also strike out the type of shares (**Domestic Shares/H Shares**) to which the proxy does not relate.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.**
- The full text of these resolutions is set out in the notice of the EGM which is sent to the shareholders of the Company together with this form of proxy.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") in the boxes marked "FOR". If you wish to vote against any of the resolutions, please tick ("✓") in the boxes marked "AGAINST". If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice of the EGM.
- This form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized. All powers of attorney referred to in this note must be notarially certified.
- In the case of a joint holding, this form of proxy may be signed by any one joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, then the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- As regards to the holders of H Shares, in order to be valid, this form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- As regards to the holders of Domestic Shares, in order to be valid, this form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's registered office at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- A proxy attending the EGM on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy's proof of identification.
- This form of proxy is in duplicate. One of which should be lodged in accordance with the instruction under note 8 or note 9 and the other shall be presented at the EGM in accordance with the instruction under note 10.
- Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.

\* For identification purpose only