



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)

REVISED PROXY FORM (“Revised Proxy Form”) FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 11 NOVEMBER 2016 (or at any adjournment thereof)

I/We, _____
of _____ (Note 1)
being the registered holder of _____ **Domestic Shares/H Shares** (Note 2) in Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “**Company**”), HEREBY APPOINT (Note 3) 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 2016 at 9:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

SPECIAL RESOLUTION		For (Note 4)	Against (Note 4)
1.	<p>To consider and approve the change of business scope of the Company and the amendment to the articles of association of the Company (the “Articles”) in the following manner:</p> <p>To expand the existing business scope of the Company by adding labour services business.</p> <p>To delete the existing Article 17 of the Articles in its entirety and replace it by the following:</p> <p>“The scope of business of the Company is in pursuant to those approved by the registration authorities.</p> <p>The scope of business of the Company includes: domestic freight forwarding; general warehousing services (excluding hazardous materials); cargo freight; warehousing and logistics, storehouse and venue rental services; operation and management of commodity market, operation of port equipment and high-tech equipment; labour services; international delivery agent for import and export of goods, international exhibits, private orders and goods in transit from sea, land and air, including cargo canvassing, shipping, booking, warehousing, transiting, LCL service, charges clearing, inspection application, international multimodal transport, and bulk cargo business; wholesale and retail of metals, building materials, new chemical materials, hardware, machinery and electrical equipment, aviation, aerospace and maritime transport equipment, auto parts, hardware, software and peripherals for computer, electronic products, instruments, general merchandise, coke and by-products, coal and coal products, minerals, chemical raw materials and products, petroleum products (excluding crude oil and refined oil), fuel oil, textile raw materials, chemical fertilizers and edible agricultural products; sale of aquatic products and motor vehicles (excluding cars); operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); acquisition of grain; import, wholesale and retail of pre-packed food and bulk food, dairy products (including infant formula milk powder); re-export; inventory control management, logistics consultation, technology services and related information consultation (businesses regarding commodities which are subject to quota license and special franchise administration shall be operated in compliance with applicable regulations).”</p>		

* For identification purposes only

ORDINARY RESOLUTION		
2.	To consider and approve the appointment of Mr. Zhang Wang as a non-executive director of the Company with immediate effect upon the passing of the resolution hereof and is hereby approved until the expiry of the term of the then session of the board of directors of the Company (the “Board”) and to authorize the Board to enter into a service agreement with Mr. Zhang Wang and to fix his director’s remuneration, 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.	

Dated this _____ date of _____ 2016 Signature(s) (Note 5) _____

Notes:

1. Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
2. 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.
3. 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.**
4. If you wish to vote for the resolution set out above, please **tick** (“✓”) in the boxes marked “FOR”. If you wish to vote against the resolution, please **tick** (“✓”) in the boxes marked “AGAINST”. If this form of proxy returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; 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.
5. 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.
6. 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.
7. 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 (“**Share Registrar**”) at 17M, 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 (“**Closing Time**”).
8. **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.**
9. 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.
10. 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.
11. Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
12. Unless the context requires otherwise, terms defined in the notice of the EGM shall bear the same meanings when used in this form of proxy.

IMPORTANT: A shareholder of the Company (“**Shareholder**”) who has not yet lodged the proxy from which was sent together with the notice of the EGM dated 26 September 2016 (“**First Proxy Form**”) with the Share Registrar is required to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend the EGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) If no Revised Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Share Registrar before the Closing Time.