



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 TUESDAY, 12 NOVEMBER 2013 (OR ANY ADJOURNMENT THEREOF)**

I/We, _____ of _____ (Note 1)
being the registered holder(s) 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 Tuesday, 12 November 2013 at
9:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

| ORDINARY RESOLUTIONS (Note 4) | | FOR (Note 5) | AGAINST (Note 5) |
|-------------------------------|---|--------------|------------------|
| 1. | <p>"THAT:</p> <p>(a) the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement (as defined and described in the Circular (a copy of which Supplemental Agreement has been produced to the meeting and marked "A" and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed;</p> <p>(b) the proposed annual monetary caps for the period from 1 January 2014 to 31 December 2016 in relation to the transactions under the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement as described in the Circular be and are hereby approved; and</p> <p>(c) the directors of the Company be and are hereby authorised for and on behalf of the Company to execute all such documents and agreements and do such acts or things as they consider to be necessary, desirable or expedient to implement or give effect to the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement, and all other transactions contemplated thereunder and the proposed annual caps as described in the Circular."</p> | | |
| 2. | "THAT as proposed by the board of directors of the Company, a second interim dividend of RMB0.03 per share to all the shareholders of the Company whose names appear on the register of members of the Company on 22 November 2013 be and is hereby approved and declared." | | |

Dated this _____ date of _____ 2013 Signature(s) (Note 6) _____

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 resolution set out above, please tick ("✓") in the boxes marked "FOR". If you wish to vote against any resolution, 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 resolution, 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 the 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 the 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 should 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.
- Unless the context requires otherwise, the terms defined in the notice of the EGM shall bear the same meanings when used in this form of proxy.

* For identification purposes only