



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 ANNUAL GENERAL MEETING TO BE HELD**

**ON 20 JUNE 2014 (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 Annual General Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the Annual General Meeting of the Company ("AGM") 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, 20 June 2014 at 9:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

<b>ORDINARY RESOLUTIONS</b> (Note 4)		<b>For</b> (Note 5)	<b>Against</b> (Note 5)
1.	To consider and approve the report of the board of directors (the "Director(s)") of the Company (the "Board") for the year ended 31 December 2013.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2013.		
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor's report for the year ended 31 December 2013.		
4.	To consider and approve the distribution of a final dividend of RMB0.02 per Share as proposed by the Board to all the shareholders of the Company whose names appear on the register of members of the Company on 4 July 2014.		
5.	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd. and PricewaterhouseCoopers as the PRC auditor and the international auditor of the Company respectively to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.		
6.	To consider and approve the re-election of Mr. Zhang Jian (張艦) as executive Director of the Company with a term commencing from 21 June 2014 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. Zhang Jian 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.		
7.	To consider and approve the election of Mr. Xu Lifan (許立凡) as non-executive Director of the Company with a term commencing from 21 June 2014 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. Xu Lifan 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.		
8.	To consider and approve the election of Mr. Cui Xuesong (崔雪松) as non-executive Director of the Company with a term commencing from 21 June 2014 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. Cui Xuesong 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.		

\* For identification purposes only

<b>ORDINARY RESOLUTIONS</b> (Note 4)		<b>For</b> (Note 5)	<b>Against</b> (Note 5)
9.	To consider and approve the re-election of Mr. Tse Ping (謝炳) as non-executive Director of the Company with a term commencing from 21 June 2014 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. Tse Ping 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.		
10.	To consider and approve the re-election of Mr. Yang Xiaoping (楊小平) as non-executive Director of the Company with a term commencing from 21 June 2014 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. Yang Xiaoping 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.		
11.	To consider and approve the election of Mr. Cheng Xinsheng (程新生) as independent non-executive Director of the Company with a term commencing from 21 June 2014 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. Cheng Xinsheng 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.		
12.	To consider and approve the election of Mr. Mei Xingbao (梅興保) as independent non-executive Director of the Company with a term commencing from 21 June 2014 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. Mei Xingbao 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.		
13.	To consider and approve the re-election of Mr. Japhet Sebastian Law (羅文鈺) as independent non-executive Director of the Company with a term commencing from 21 June 2014 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. Japhet Sebastian Law 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.		
14.	To consider and approve the election of Mr. Zhou Zisheng (周自盛) as independent non-executive Director of the Company with a term commencing from 21 June 2014 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. Zhou Zisheng 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.		
15.	To consider and approve the re-election of Ms. Xu Jianxin (徐建新) as Shareholder representative Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Ms. Xu Jianxin 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.		
16.	To consider and approve the re-election of Mr. Hai Tianmin (海天敏) as Shareholder representative Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Hai Tianmin 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.		
17.	To consider and approve the re-election of Mr. Wang Rui (王蕪) as Shareholder representative Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Mr. Wang Rui 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.		

<b>ORDINARY RESOLUTIONS</b> (Note 4)		<b>For</b> (Note 5)	<b>Against</b> (Note 5)
18.	To consider and approve the re-election of Ms. Lu Xia (吕霞) as independent Supervisor of the Company with a term commencing from 21 June 2014 until expiry of the term of the session of the supervisory committee and to authorize the Board to fix the remuneration and to enter into a service agreement with Ms. Lu Xia 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.		
<b>SPECIAL RESOLUTION</b>		<b>For</b> (Note 5)	<b>Against</b> (Note 5)
19.	<p>To grant a general mandate to issue, allot and deal with additional domestic shares of nominal value of RMB1.00 each in the share capital of the Company (the "Domestic Shares") and/or overseas-listed foreign shares of nominal value of RMB1.00 each in the share capital of the Company (the "H Shares"), not exceeding 20% of the issued shares of that class as at the date of the resolution and authorize the Board to make corresponding amendments to the articles of association of the Company (the "Articles") as it thinks fit so as to reflect the new capital structure upon the allotment and issuance of shares:</p> <p><b>"THAT</b></p> <p>(A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited, the Articles and the applicable laws and regulations of the People's Republic of China, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;</p> <p>(b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;</p> <p>(c) the aggregate number of Domestic Shares and/or H Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the issued shares of that class as at the date of passing of this resolution; and</p> <p>(d) for the purposes of this resolution:</p> <p>"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or other applicable laws to be held; or</p> <p>(iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in a general meeting.</p> <p>(B) The Board be authorized to make corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution."</p>		

Dated this \_\_\_\_\_ date of \_\_\_\_\_ 2014

Signature(s) (Note 6) \_\_\_\_\_

*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 AGM WILL ACT AS YOUR PROXY.**
4. The full text of these resolutions is set out in the notice of the AGM which is sent to the shareholders of the Company together with this form of proxy.
5. 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 AGM.
6. 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.
7. 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.
8. 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 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
9. **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 AGM or any adjournment thereof.
10. A proxy attending the AGM on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy’s proof of identification.
11. 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 AGM in accordance with the instruction under note 10.
12. Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
13. Unless the context requires otherwise, terms defined in the notice of the AGM shall bear the same meanings when used in this form of proxy.