



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 8 October 2008

(or at any adjournment thereof)

I/We, \_\_\_\_\_  
of \_\_\_\_\_ being the registered  
holder of \_\_\_\_\_ Domestic Shares/H Shares<sup>2</sup> in Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the "Company"),  
HEREBY APPOINT<sup>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 to be held at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People's  
Republic of China (the "PRC") on Wednesday, 8 October 2008 at 9:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

ORDINARY RESOLUTION		FOR	AGAINST
1.	<p>"THAT:</p> <p>(a) the Agreement for Assignment of Land Use Right in respect of the Industrial Land dated 29 July 2008 (the "Agreement") between the Company, as purchaser, and Teda Construction, as seller, in relation to the sale and purchase of the land situate at the junction of the Seventh Street and Muning Road, the Tianjin Economic and Technological Development Zone, Tianjin, the PRC with a total site area of approximately 13,969 sq.m., a copy of the Agreement has been produced at the meeting marked "A" and initiated by the chairman of the meeting for identification purpose, as more particularly described in the circular to the shareholder of the Company dated 19 August 2008 (the "Circular"), of which this notice forms part and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and</p> <p>(b) the directors of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the Agreement and the transactions contemplated thereunder."</p>		
SPECIAL RESOLUTIONS		FOR	AGAINST
2.	<p>"THAT the Articles of the Company (the "Articles") be and are hereby amended in the following manners:</p> <p>(a) The following provision is added as new Article 4 of the Articles:  The registered capital of the Company is RMB354,312,000.</p> <p>(b) Existing Article 15 of the Articles be deleted in entirety and replaced by the following:  The business goal of the Company is: Based on Tianjin Binhai New Area, enhancing its advantages in technology, management, capital and brand, integrating its strategic resources, strengthening regional co-operations, developing businesses in high-end logistics fields, establishing innovative operating platform for comprehensive logistics, providing customers with professional and all-round quality services, achieving sustained growth in enterprise strength, shareholders' return and social value. Ultimately, the Company will endeavor to become a typical logistics enterprise in the PRC.</p> <p>(c) Existing Article 22 of the Articles be deleted in entirety and replaced by the following:  The Company has issued a total of 354,312,000 shares of RMB1.00 each. The structure of share capital of the Company comprises 256,068,800 domestic shares and 98,243,200 foreign shares. The shareholders and their percentage of shareholding is as follows: Tianjin Teda Investment Holding Co. Ltd. and Tianjin Economic and Technological Development Area State Asset Operation Company, shareholders of domestic shares, hold 178,765,011 shares (50.45%) and 77,303,789 shares (21.82%) respectively; while shareholders of H shares own 98,243,200 shares (27.73%). The domestic shares (including State-owned shares), foreign shares of promoters and overseas listed shares referred to in these Articles are all ordinary shares.</p> <p>(d) Existing Article 23 of the Articles be deleted in entirety;</p> <p>(e) Existing Article 26 of the Articles be deleted in entirety;</p> <p>(f) Existing Article 88 of the Articles be deleted in entirety and replaced by the following:  The general meeting shall be convened by the board of directors, and presided over by the chairman of the board. Where the chairman fails to attend the meeting for any reasons, the meeting shall be convened and presided over by a director who shall be elected by more than one-half of the directors.  Where the board of directors is unable or fails to perform its duties of convening the general meeting, the meeting shall be convened by the supervisory committee, and presided over by the chairman of supervisory committee. Where the supervisory committee fails to convene and preside over the general meeting, the meeting may be convened and presided over by shareholders individually or jointly representing over ten (10) percent of the Company's voting rights for over ninety (90) days.</p> <p>(g) Existing Article 107 of the Articles be deleted in entirety and replaced by the following:  The directors shall be elected or replaced at the shareholders' general meeting and their term of office shall be three years. Upon the expiry of the term, a director shall be eligible for re-election and re-appointment. The shareholders' general meeting shall not dismiss any director without valid reasons prior to the expiry of his/her service term.  Subject to the compliance with relevant laws and administrative regulations, the shareholders' general meeting may dismiss any director during his/her service term by way of an ordinary resolution (except any claim for compensation pursuant to the contract shall not be prejudiced).  The written notices in relation to the intention to nominate a person for election as a director and the indication of such person's willingness to accept the nomination shall be lodged to the Company after the day on which the notice of the shareholders' general meeting is dispatched and at least 7 days prior to the date of such meeting.  Candidates for the first session of the board of directors shall be nominated by the promoter and elected at the inaugural meeting of the Company. The number of persons to be elected as directors for each term shall not be less than that as is stipulated under Article 106 of the Articles, and shall not be more than the maximum number of directors as is determined by way of an ordinary resolution at the shareholders' general meeting. In the event that the number of persons who are approved at the shareholders' general meeting to be elected as directors exceeds the proposed maximum number, up to the proposed maximum number of the directors shall be elected in accordance with and in the sequence of the number of votes each of such persons acquired.  Independent non-executive directors of the directors shall meet the following requirements:  (1) independent of shareholders of the Company;  (2) not in office within the Company; and  (3) one of the independent non-executive directors shall possess appropriate professional qualifications and expertise or accounting and financial management in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.</p>		

\* For identification purpose only

SPECIAL RESOLUTIONS		FOR	AGAINST
	The external directors shall have available sufficient time and possess necessary knowledge to perform their responsibilities. The Company shall provide all information necessary to the external directors in the discharge of their responsibilities. The independent non-executive directors may report directly to the shareholders' general meeting, the securities regulatory authority of the State Council and other relevant authorities. A director may concurrently hold the office of manager or other senior management of the Company (except the office of supervisor of the Company). But the director acting concurrently as the general manager, the senior management officer or appointed from the representative of employees may not exceed one-half of the total number of directors of the Company.		
(h)	Existing Article 109 of the Articles be deleted in entirety and replaced by the following: Directors shall comply with the laws, administrative regulations and these Articles, and undertake the following duties of diligence: (1) to act within the scope of his power prudently, carefully and diligently, ensure the operation of the Company is in compliance with the laws, administrative regulations and economic policies; (2) to treat all shareholders equally and fairly; (3) to be familiar with the status of operation of the Company in time; (4) to sign the regular reports of the Company as confirmation, and ensure information disclosed by the Company is true, accurate and complete; (5) shall provide information and data to the supervisory committee truly, not interfere with exercising power by the supervisory committee or supervisors. (6) other duties of diligence subject to the laws, administrative regulations, policies of authorities and these Articles.		
(i)	Existing Article 115 of the Articles be deleted in entirety and replaced by the following: The Company shall establish a board of directors, which shall be accountable to the shareholders' general meeting. The board of directors consists of seven directors comprising two executive directors, five non-executive directors and one chairman.		
(j)	Existing Article 116 of the Articles be deleted in entirety and replaced by the following: The chairman of the board of directors shall be elected or removed by more than one-half of all the directors. The term of office of the chairman of the board of directors shall be three years, renewable upon re-election and re-appointment.		
(k)	Existing Article 119 of the Articles be deleted in entirety and replaced by the following: The chairman of the board of directors shall exercise the following powers: (1) to preside over shareholders' general meetings, and to convene and preside over meetings of the board of directors; (2) to inspect the implementation of the resolutions of the board of directors; (3) to sign the shares, bonds and other marketable securities issued by the Company; (4) to sign important documents of the board of directors and other documents which are required to be signed by legal representative of the Company; (5) to perform the powers of a legal representative; (6) to nominate candidates for general manager to the board of directors; (7) to exercise other powers authorised by the board of directors. If the chairman is not capable of performing duties, over half of the Directors shall jointly elect one director to perform the duties.		
(l)	Existing Article 133 of the Articles be deleted in entirety and replaced by the following: The Company shall have one general manager, who shall be appointed and dismissed by the board of directors. The Company shall have certain number of deputy general managers and one financial officer, who shall be nominated by the general manager and appointed and dismissed by the board of directors. The deputy general manager and the financial officer shall assist and report to the general manager.		
(m)	Existing Article 145 of the Articles be deleted in entirety and replaced by the following: The supervisory committee comprises six supervisors, one of which is appointed as the chairman of the supervisory committee. The term of office of the supervisors shall be three years, renewable upon re-election and re-appointment. The chairman of the supervisory committee shall be appointed or dismissed by the votes of over two-third of all the supervisors. The shareholders' representative shall be appointed or dismissed in shareholders' general meeting; the employees' representative shall be appointed or dismissed by votes of the employees of the Company. The directors, general manager, deputy general manager, financial officer and other senior management staff shall not act as a supervisor.		
(n)	Existing Article 202 of the Articles be deleted in entirety and replaced by the following: The Company shall set out the systems, including labor management, personnel management, salary benefits and social insurance in compliance with the relevant requirements of the laws and regulations of the PRC.		
(o)	Existing Article 205 of the Articles be deleted in entirety and replaced by the following: The Company shall make payments of various kinds of insurance for its employees according to the relevant requirements of the laws and regulations of the PRC.		
(p)	The numbering of the Articles and the cross references contained therein are revised to confirm to the amendments mentioned hereinabove.		
	and the directors of the Company be and are hereby authorised to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and /or take all such steps, which in their opinion may be necessary, desirable or expedient, for the purpose of effecting the above proposed amendments to the Articles so as to comply with the requirements of the relevant authorities or regulatory bodies of the PRC."		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2008 Signature: \_\_\_\_\_

Notes:

- Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) are to be inserted in BLOCK CAPITALS.
- Please delete as appropriate and insert the number of shares in the Company registered in your name(s) and to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the extraordinary general meeting as your proxy, please delete the words "the Chairman of the extraordinary general meeting or" and insert the name and address of the person appointed proxy in the space provided.
- 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 extraordinary general meeting.
- The description of this/these resolution(s) is/are by way of summary only. The full text appears in the notice of the extraordinary general meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of 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.
- 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.
- As regards to the holders of H Shares and 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 extraordinary general meeting or any adjournment thereof.
- As regards to the holders of Domestic Shares and 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 extraordinary general meeting or any adjournment thereof.
- A proxy attending the extraordinary general meeting on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy's proof of identity.
- 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 extraordinary general meeting 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, terms defined in the notice of the extraordinary general meeting shall bear the same meanings when used in this form of proxy.