



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 Thursday, 26 March 2009

(or at any adjournment thereof)

I/We, _____
of _____
being the registered holder of _____ Domestic Shares/H Shares² in Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the "Company"), HEREBY APPOINT³ 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 Thursday, 26 March 2009 at 10:00 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 Service Agreement dated 6 February 2009 (the "Service Agreement") between Toyota Tsusho pursuant to which Tianjin Fengtian Logistics engages Toyota Tsusho to provide logistics services and warehousing facilities for automobiles and car components subject to the terms and conditions therein, a copy of the Service Agreement has been produced at the meeting marked "A" and initialed by the chairman of the meeting for identification purpose, as more particularly described in the circular to the shareholder of the Company dated 9 February 2009 (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 Service 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) Existing Article 50 of the Articles be deleted in entirety and replaced by the following:-</p> <p>Any person who is a registered shareholder or who requests his name be entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the "original certificate") relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares"). In respect of any holder of rights issue warrant, no new warrant shall be issued in place of the lost warrant unless the Company truly considers that the original warrant has been destroyed.</p> <p>Application by a holder of Domestic Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 144 of the Company Law.</p> <p>Application by a holder of Overseas-Listed Foreign Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of holders of Overseas-Listed Foreign Shares is maintained, the rules of the stock exchange or other relevant regulations.</p> <p>Applications for re-issue of share certificates of Overseas-Listed Foreign Shares listed in Hong Kong shall satisfy the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and evidence of the loss; and declaring that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(2) The Company confirms that it has not received any declaration made by any person other than the applicant declaring that his name shall be entered into the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p> <p>(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) consecutive days in such newspapers as may be prescribed by the board of directors.</p>		

SPECIAL RESOLUTIONS		FOR	AGAINST
	<p>(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be displayed in the premises of the stock exchange for a period of ninety (90) days.</p> <p>In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail or email to such registered shareholder a copy of the notice to be published.</p> <p>(5) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not received any objections from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.</p> <p>(6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.</p> <p>(7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable security is provided by the applicant for such expenses.</p> <p>(8) Such newspapers on which a notice of issuing replacement share certificate shall be published as referred to in paragraph (3) of this Article shall include one Chinese newspaper and one English newspaper circulated in Hong Kong.</p>		
(b)	<p>Existing Article 68 of the Articles be deleted in entirety and replaced by the following:–</p> <p>Notice of shareholders’ general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meetings) according to the relevant provisions in these Articles in respect of notices. For the holders of Domestic Shares, notice of the meetings may also be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspaper(s) designated by the securities authority of the State Council within the interval of forty-five (45) days to fifty (50) days before the date of the meeting; after the publication of such announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p>		
(c)	<p>Existing Article 120 of the Articles be deleted in entirety and replaced by the following:–</p> <p>No notice shall be required to be given if the time and place of meetings of the board of directors have been fixed by the board of directors in advance. If the board of directors has not determined in advance the time and place of a meeting of the board of directors, the chairman shall instruct the secretary of the Company to notify all directors, the managers and the chairman of the supervisory committee of the time and place of the board meeting by email, telex, telegram, facsimile, express delivery, registered mail or personal delivery not less than ten days and not more than thirty days before such meeting.</p> <p>If an urgent matter arises that requires an extraordinary meeting of the board of directors to be convened, the chairman shall instruct the secretary of the Company to notify all directors, the managers and the chairman of the supervisory committee of the time and place of the board meeting by email, telex, telegram, facsimile or personal notification not less than two days and not more than ten days before such meeting.</p> <p>The notice shall be in Chinese and, where necessary, have attached thereto an English translation thereof and shall include an agenda of and matters to be discussed on the meeting.</p> <p>If a director has attended a meeting and has not prior to the meeting or at the time of his attendance protested that notice of the meeting had not been received, a notice shall be deemed to have been sent to him.</p>		
(d)	<p>Existing Article 153 of the Articles be deleted in entirety and replaced by the following:–</p> <p>Written notice of supervisors’ meeting and the documents for the meeting shall be sent to all supervisors five working days prior to the meeting by means of email, telex, telegram, facsimile or by personal delivery. Notice of extraordinary supervisors’ meeting and documents for the meeting shall be served three working days prior to the meeting. In principle, supervisors’ meetings are to be held in the place where the company is registered, however subject to the resolution of the supervisors’ meeting, it can be held in other places within China.</p>		

SPECIAL RESOLUTIONS	FOR	AGAINST
<p>(e) Existing Article 181 of the Articles be deleted in entirety and replaced by the following:–</p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty days before the date of every shareholders’ annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall deliver or send to each shareholder of Overseas-Listed Foreign-Invested Shares the following documents: (i) the report of the board of directors together with the balance sheet (including such documents as shall be attached thereto according to laws and regulations) and profit and loss or income statement; or (ii) summary of the financial report not later than twenty-one days before the date of every annual general meeting by email or postage paid mail to the address as shown in the register of shareholders.</p> <p>When the Company distributes the summary of the financial report to the holders of H shares, the Company shall comply with Company Law and Listing Rules and obtain all required effective consents (if necessary). If the Company distributes the summary financial report and report of the board of directors by the ways not prohibited by the Company Law to every holder of H shares, and such summary and report comply with the format and contents stipulated by the applicable regulations, such distribution to such holder of H shares will be deemed as if it had complied with the aforesaid regulations, except that if any holder of H shares requires the Company in writing to not only distribute the summary financial report, but also a complete copy of the annual financial report and report of the board of directors.</p>		
<p>(f) Existing Article 198 of the Articles be deleted in entirety and replaced by the following:–</p> <p>Prior notice should be given to the accountant firm if the Company decides to remove such accountant firm or not to renew the appointment thereof. Such accountant firm shall be entitled to make representations at the shareholders’ general meeting. Where the accountant firm resigns from its position as the Company’s auditor, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accountant firm may resign its office by depositing at the Company’s legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</p> <ol style="list-style-type: none"> (1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or (2) a statement of any such circumstances. <p>Where a notice is deposited under the preceding sub-paragraph, the Company shall within fourteen (14) days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders’ inspection. The Company should also send a copy of such statement by email or postage paid mail to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders.</p> <p>Where the notice of resignation of the accountant firm contains a statement in respect of the above, the accountant firm may require the board of directors to convene a shareholders’ extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>		
<p>(g) Existing Article 206 of the Articles be deleted in entirety and replaced by the following:–</p> <p>In the event of the merger or division of the Company, a plan shall be presented by the Company’s board of directors and shall be approved in accordance with the procedures stipulated in the Company’s Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire his shareholding at a fair price. The contents of the resolution of merger or division of the Company shall constitute a specific documents which shall be available for inspection by the shareholders of the Company. Such specific documents shall be sent by email or postage paid mail to holders of the Company’s Overseas-Listed Foreign Shares listed in Hong Kong. The recipient’s address should be based on the information contained in the register of shareholders.</p>		
<p>(h) Existing Article 222 of the Articles be deleted in entirety and replaced by the following:–</p> <p>Notices of the Company can be issued via the following methods:</p> <ol style="list-style-type: none"> (1) by personal delivery; (2) by mail; (3) by facsimile or email; (4) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations and the listing rules of the place of listing; (5) by an announcement; or (6) any other methods approved by the relevant regulatory bodies of the place of listing or required by these Articles. 		

SPECIAL RESOLUTIONS		FOR	AGAINST
	<p>Unless otherwise required by these Articles, notices, information or written statements issued by the Company to the holders of Overseas-Listed Foreign Shares can be delivered to the registered address of each holder of Overseas-Listed Foreign Shares by personal delivery, postage paid mail or email. The method of delivering the aforementioned documents may be changed according to the amendments in the requirements of the relevant laws, regulations or the relevant securities regulatory bodies.</p> <p>Unless otherwise stated, the “announcement” referred to in this Article shall mean, as to the announcements published to the holder of Domestic Shares or the announcements required to be published in the PRC according to the relevant requirements and these Articles, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; or, as to the announcements published to the holders of Foreign Shares or the announcements required to be published in Hong Kong according to the relevant rules and these Articles, an announcement published on any newspaper in the place of stock exchange of the overseas-listing designated or recommended by the local laws and regulations or designated by the relevant securities regulatory bodies.</p>		
(i)	<p>Existing Article 225 of the Articles be deleted in entirety and replaced by the following:–</p> <p>To prove that shareholders or directors have served notices, documents, information or written statements, shareholders or directors shall demonstrate the relevant notices, documents, information or written statements have been sent according to the article 223 at the prescribed time of serve. As for personal delivery, confirmation of receipt by the Company shall be provided, and with respect to the same served by registered letters, it is only necessary to provide evidence showing that the paid posts has been sent to correct addresses. With respect to the same served by fax or email, or published on websites, written record shall be provided.</p> <p>Unless otherwise provided in the Articles, the notices, documents, information or written statements sent by the Company to holders of overseas listed foreign-invested shares may be served by personal delivery, by paid post or via fax or email to the registered address of each holder of overseas listed foreign-invested shares.”</p>		

Yours faithfully,
By order of the Board
天津濱海泰達物流集團股份有限公司
Tianjin Binhai Teda Logistics (Group) Corporation Limited*
Zhang Jian
Chairman

Tianjin, the PRC
9 February 2009

As at the date of this notice, the Board comprises (1) Mr. Zhang Jian and (2) Mr. Sun Quan as executive directors; (3) Mr. Zhang Jun and (4) Mr. Ding Yi as non-executive directors; and (5) Mr. Zhang Limin, (6) Mr. Luo Yongtai and (7) Mr. Liu Jing Fu as independent non-executive directors.

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.

* For identification purpose only