



# 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 MONDAY, 29 JUNE 2009 (or at any adjournment thereof)

I/We, \_\_\_\_\_  
of \_\_\_\_\_ <sup>(Note 1)</sup>  
being the registered holder of \_\_\_\_\_ Domestic Shares/H Shares <sup>(Note 2)</sup> in  
Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> 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 to be held at No. 39 Bohai Road,  
Tianjin Economic and Technological Development Zone, Tianjin, the People's Republic of China (the "PRC") on Monday, 29  
June 2009 at 9:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

ORDINARY RESOLUTIONS <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2008;		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2008;		
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors report for the year ended 31 December 2008;		
4.	To consider and approve the re-appointment of Wuzhou Song De Certified Public Accountants and Deloitte Touche Tohmatsu as the PRC auditors and the international auditors 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;		
5.	To consider and approve the appointment of Mr. Wang Wei (王維) as executive director of the Company with a term commencing from the date of the Meeting until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service agreement with Mr. Wang 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;		
6.	To consider and approve the appointment of Mr. Hu Jun (胡軍) as non-executive director of the Company with a term commencing from the date of the Meeting until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service agreement with Mr. Hu 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 appointment of Mr. Zhang Jinming (張金明) as non-executive director of the Company with a term commencing from the date of the Meeting until expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service agreement with Mr. Zhang 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 appointment of Mr. Chen Fang (陳方) as supervisor of the Company with a term commencing from the date of the Meeting until expiry of the term of the session of the supervisory committee of the Company and to authorize the Board to fix the remuneration and to enter into service agreement with Mr. Chen 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 purpose only

SPECIAL RESOLUTION <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
9.	To consider and approve the amendments to the articles of association of the Company (the "Articles") as follows:		
	(a) Existing Article 114 of the Articles be deleted in its entirety and replaced by the following:  The Company has a board of directors which is accountable to the general meetings. The board of directors comprises nine members, out of which two members are executive directors and seven members are non-executive directors. The board of directors has one chairman.		
	(b) Existing Article 139 of the Articles be deleted in its entirety and replaced by the following:  The supervisory committee comprises six members, including employee-representative supervisors, shareholder-representative supervisors and independent supervisors. The number of supervisors for staff representative of the Company shall not be less than one-third of the total number of supervisors. More than half of the supervisors of the supervisory committee shall be external supervisors (supervisor who does not hold any office within the Company).		
10.	To grant a general mandate to issue, allot and deal with additional domestic shares of nominal value 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 resolution and authorize the Board to make corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure upon the allotment and issuance of shares.		

Dated this \_\_\_\_\_ date of \_\_\_\_\_ 2009

Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

**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 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 MEETING WILL ACT AS YOUR PROXY.**
- The full text of these resolutions is set out in the notice of the annual general meeting which is sent to the shareholders of the Company together with this form of proxy.
- 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 annual general meeting.
- 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 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 annual general meeting or any adjournment thereof.
- 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 annual general meeting or any adjournment thereof.
- A proxy attending the annual general meeting 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 shall be presented at the annual 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 annual general meeting shall bear the same meanings when used in this form of proxy.