



# 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 MONDAY, 26 SEPTEMBER 2011 (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 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 Monday, 26 September 2011 at 9:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

ORDINARY RESOLUTION (Note 4)		FOR (Note 5)	AGAINST (Note 5)
1.	<p>(a) To approve, confirm and ratify the construction contract dated 6 July 2011 (the "Phase 1 Contract") entered into between the Company and China Railway Construction 18th Bureau Group Co., Ltd. (中鐵十八局集團有限公司), a copy of which 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 8 August 2011;</p> <p>and</p> <p>(b) To authorise the directors of the Company 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 Phase 1 Contract and the transactions contemplated thereunder."</p>		
SPECIAL RESOLUTION			
2.	<p>To consider and approve the amendment to the Articles of the Company "(Articles)" in the following manner:</p> <p>To delete the existing Article 17 of the Articles in its entirety and replace it by the following:</p> <p>The scope of business of the Company is subject to the approval by the relevant registration authority of the Company.</p> <p>The business scope of the Company includes: national freight agency; storage services (except hazardous products); transportation, storage logistics, warehouse and venue leasing services; operation and management of commodity trading market, operation of high-tech port facilities; rendering international transportation agency services for importing and exporting cargo by sea, land and air, international exhibition articles, personal articles and goods in transit, including cargo canvassing, cargo consigning, cargo space booking, cargo storage, cargo transshipping, containers assembling and disassembling, freights and miscellaneous costs and expenses settlement, customs declaration, commodity inspection, commodity examination, international multi-modal transportation service, courier service; wholesaling, retailing, importing and exporting business of metal materials, construction materials, new materials for chemical industry, hardware and electronic appliances, mechanical electronic equipment, aviation, space, sea and modern transportation equipment, parts and components of cars, computer software and hardware and external equipment, electronic products, instrument and meters, daily groceries, coke carbon and finished products, coal and coal products, mineral products (without iron ore, alumina and aluminium ore), raw materials for and products of chemical industry, products of petroleum (without crude oil and processed oil), raw material for textile, storage control management, logistic technology consultancy, technology support service and relevant information consultancy (the above-mentioned products that require quota permits and special management should be transacted in accordance with relevant PRC regulations).</p>		

**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 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 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 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 EGM 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 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 shall 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, terms defined in the notice of the EGM shall bear the same meanings when used in this form of proxy.

\* For identification purpose only