



**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, 13 AUGUST 2012 (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, 13 August 2012 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.	To consider and approve the appointment of Professor Japhet Sebastian Law as an independent non-executive director of the board of directors of the Company effective from the date of the passing of the resolution hereof be and is hereby approved until the conclusion date of the annual general meeting to be held by the Company in 2014 and to authorize the Board to enter into a service agreement with Professor Japhet Sebastian Law 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;		
2.	To consider and approve the appointment of Ms. Xu Jianxin as the supervisor of the Company effective from the date of the passing of the resolution hereof be and is hereby approved until the conclusion date of the annual general meeting to be held by the Company in 2014 and to authorize the Board to enter into a service agreement with Ms. Xu Jianxin 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; and		

SPECIAL RESOLUTION		FOR (Note 5)	AGAINST (Note 5)
3.	<p>To consider and approve the amendment to the Articles of the Company (the "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 in pursuant to those approved by the registration authorities. The scope of business of the Company includes: domestic freight forwarding; general warehousing services (excluding hazardous materials); warehousing and logistics, and storehouse and venue rental services; operation and management of commodity market, and operation of port equipment and high-tech equipment; international delivery agent for import and export of goods, international exhibits, private orders and goods in transit from sea, land and air, including cargo canvassing, shipping, booking, warehousing, transiting, LCL service, charges clearing, inspection application, international multimodal transport, and bulk cargo business; wholesale and retail of metals, building materials, new chemical materials, hardware, machinery and electrical equipment, aviation, aerospace and maritime transport equipment, auto parts, hardware, software and peripherals for computer, electronic products, instruments, general merchandise, coke and by-products, coal and coal products, minerals (excluding iron ore, alumina and aluminum soil), chemical raw materials and products, petroleum products (excluding crude oil and refined oil), fuel oil, textile raw materials, and chemical fertilizers; operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); re-export; inventory control management, logistics, consultation, technology services and related information consultation (businesses regarding commodities which are subject to quota license and special franchise administration shall be operated in compliance with applicable regulations)."</p>		

Dated this \_\_\_\_\_ date of \_\_\_\_\_ 2012 Signature(s) (Note 6) \_\_\_\_\_

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

\* For identification purpose only