

Hong Kong Exchange and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



重慶長安民生物流股份有限公司

Changan Minsheng APLL Logistics Co., Ltd. *

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8217)

NOTICE OF THE 2010 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2010 first extraordinary general meeting ("EGM") of Changan Minsheng APLL Logistics Co., Ltd. (the "Company") will be held at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the People's Republic of China, at 10:00 a.m. on 19 March 2010, to consider and approve (if thinks fit) the passing of following resolutions as special resolutions:

AS SPECIAL RESOLUTIONS

1. **"THAT**

- (a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the circular of the Company dated 1 February 2010), the proposed transfer of listing (the "**Transfer of Listing**") of the H Shares from the Growth Enterprise Market (the "**GEM**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") to the main board (the "**Main Board**") of the Stock Exchange, be hereby approved;
- (b) the board of directors (the "**Board**") of the Company be and are hereby authorized to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to (the "Authorization"):
 - (i) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission

- (ii) ("CSRC") for the Transfer of Listing;
 - (ii) determining the timetable thereof;
 - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the legal advisers); and
 - (iv) executing (with our without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder;
- (c) Mr. Shi Chaochun, the executive director of the Company, is authorized to get the delegated authorization from the Board;
- (d) to approve the expiry date for the resolutions on the Transferring is one year, counted since the date of the approval by the general meeting.”

2. **"THAT**

- (a) subject to the passing of special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of association of the Company incorporating the Articles Amendments (as defined and described in the Appendix II of the circular of the Company dated 1 February 2010) be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board and that the Board be and are hereby authorized to make further amendments to the same in accordance with the relevant laws, rules and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities;
- (b) the Board of the Company be and are hereby authorized to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to make application for approval of, registration of or filing the amended articles of association of the Company to the relevant government authorities of the PRC and Hong Kong and making further amendments as the governmental authorities of

the PRC may require;

- (c) Mr. Shi Chaochun, the executive director of the Company, is authorized to get the delegated authorization from the Board."

By Order of the Board of Directors
Changan Minsheng APLL Logistics Co., Ltd.
Shi Chaochun
Executive Director

Chongqing, the PRC
1 February 2010

Notes:

- (1) Any member entitled to attend and vote at the EGM is entitled to appoint in written form for one or more than one proxy to attend and vote at the EGM on his behalf. A proxy need not be a member of the Company. In the case of joint registered holders, the proxy form must be signed by any joint registered holder. In the case that any one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company.
- (2) The proxy form for the EGM is enclosed with the circular of the Company dated 1 February 2010 (the "Circular"). In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or at the office of the Board of the Company at No.561, Hongjin Road, Yubei District, Chongqing, the PRC (Zip Code:401121) (for the holders of the Domestic Shares (including non-H shares, the same below) only), not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.
- (3) Shareholders or their proxies shall present proofs of identities when attending the EGM.
- (4) the register of members of the Company will be closed from 17 February 2010 to 19 March 2010, both days inclusive, during which period no transfer of the shares of the Company will be effected. In order to be eligible to attend the EGM and to vote as the Shareholders, all transfers of the H Shares, together with the relevant share certificates must be delivered at the

Company's H Share registrar's transfer office in Hong Kong Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 12 February 2010. All transfers of the Domestic Shares of the Company should be finalized before the close of business on 12 February 2010. Shareholders of the Company whose name appears on the register of members of the Company at close of business on 18 March 2010 will be entitled to attend and vote at the EGM.

- (5) Shareholders of the Company who intend to attend the EGM should complete and return the reply slip enclosed with the Circular for attendance to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or to the office of the Board of the Company at No.561, Hongjin Road, Yubei District, Chongqing, the PRC(Zip Code:401121) (for the holders of the Domestic Shares only) by hand or by post on or before 4:30 p.m., 27 February 2010 in accordance with the instructions printed thereon.
- (6) Shareholders attending the EGM will be responsible for their own traveling and accommodation expenses.

As at the date of this announcement, the board of the Company comprises: (1) Mr. Yin Jiaxu, Ms. Cui Xiaomei, Mr. Lu Xiaozhong, Mr. Shi Chaochun and Mr. James H McAdam as the Executive directors; (2) Mr. Lu Guoji, Mr. Zhang Lungang, Mr. Joseph F Lee, Mr. Li Ming, Mr. Wu Xiaohua and Ms. Lau Man Yee, Vanessa as the Non-executive directors; (3) Ms. Wang Xu, Mr. Peng Qifa and Mr. Chong Teck Sin as the Independent non-executive directors

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the day of its posting.

** For identification purpose only*