
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Changan Minsheng APLL Logistics Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular, for which the directors of Changan Minsheng APLL Logistics Co., Ltd. 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 Changan Minsheng APLL Logistics Co., Ltd. The directors of Changan Minsheng APLL Logistics Co., Ltd., having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular 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 circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



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)

**PROPOSED APPOINTMENT OF NEW DIRECTOR AND SUPERVISOR,
REDESIGNATION OF DIRECTOR
AND
PROPOSED RENEWAL AND EXTENSION OF THE VALIDITY PERIOD
OF THE RESOLUTIONS REGARDING THE PROPOSED TRANSFER OF
LISTING OF THE H SHARES FROM GEM TO THE MAIN BOARD OF THE
STOCK EXCHANGE**

A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 13 May 2011 is set out in pages 4 to 9 of this circular.

The notices convening the AGM and the Class Meetings for the holders of the H Shares and Domestic Shares (to be held at 10:00 a.m. on 30 June 2011) of Changan Minsheng APLL Logistics Co., Ltd. to be held at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC are set out on pages 10 to 17 of this circular.

Proxy forms for use at the AGM and the Class Meetings are enclosed with this circular. Whether or not you intend to attend the AGM and the Class Meetings you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's H Shares 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 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 (in respect of domestic shares, including non-H foreign shares)), as soon as possible and in any event not less than 24 hours before the time appointed for holding the relevant meeting or any adjournment thereof. Completion and delivery of the proxy forms will not prevent you from attending, and voting in person at, the meeting or any adjournment thereof if you so wish.

This circular will remain on the GEM website (www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

** For identification purpose only*

13 May 2011

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

Pages

Definitions.....	2
Letter from the Board.....	4
A. Introduction.....	5
B. Proposed Appointment of New Director and Supervisor.....	5
C. Re-designation of Director.....	7
D. Proposed Renewal and Extension of the Validity Period of the Resolutions Regarding the Proposed Transfer of Listing of the H Shares From GEM to the Main Board of the Stock Exchange.....	7
E. Annual General Meeting and Class Meetings for the Holders of the H Shares and Domestic Shares.....	7
F. Closure of Register of Members.....	8
G. Recommendations.....	8
H. Responsibility Statement.....	9
Notice of Annual General Meeting	10
Notice of Class Meeting for Holders of the H Shares.....	14
Notice of Class Meeting for Holders of the Domestic Shares	16

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"Annual General Meeting" or "AGM"	the annual general meeting to be held by the Company at the Company's meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, at 10:00 a.m. on 30 June 2011
"Changan Industry Co. "	Chongqing Changan Industry (Group) Co., Ltd., a limited liability company established in China on 28 October 1996, formerly named Changan Automobile Company (Group) Limited (長安汽車（集團）有限責任公司)
"Class Meeting of the Holders of the H Shares"	the 2011 first class meeting of the holders of the H Shares of the Company to be held by the Company at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC at 10:00 a.m. (or immediately after the conclusion or adjournment of the 2010 annual general meeting of the Company) on 30 June 2011
"Class Meeting of the Holders of the Domestic Shares"	the 2011 first class meeting of the holders of the Domestic Shares (comprising the Domestic Shares and the unlisted Foreign Shares) of the Company to be held at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC at 10:00 a.m. (or immediately after the conclusion or adjournment of the 2010 annual general meeting and the 2011 first class meeting for the Holders of the H Shares) on 30 June 2011
"Class Meetings"	collectively, the Class Meeting of the Holders of the H Shares and the Class Meeting of the Holders of the Domestic Shares
"Minsheng Industrial"	Minsheng Industrial (Group) Co., Ltd. (民生實業（集團）有限公司), a limited liability company established in China on 10 October 1996
"Board"	the board of directors of the Company
"China or PRC"	The People's Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
"Company"	重慶長安民生物流股份有限公司 (Changan Minsheng APLL Logistics Co., Ltd.)
"Directors"	directors of the Company
"GEM"	the Growth Enterprise Market of the Stock Exchange
"GEM Listing Rules"	Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
"Group"	the Company and its subsidiaries from time to time

DEFINITIONS

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Main Board"	the main board of the Stock Exchange
"SFO"	the Securities and Futures Ordinance
"Shareholders"	shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Transfer of Listing"	the proposed transfer of listing of the Company's H Shares from the GEM to the Main Board of the Stock Exchange



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)

Executive directors:

Gao Peizheng
Lu Xiaozhong
William K Villalon
Shi Chaochun

Registered Office:

Liangjing Village
Yuanyang Town
Yubei District
Chongqing
The PRC

Non-executive directors:

Zhang Lungang (Chairman of the Board)
Lu Guoji (Vice Chairman of the Board)
Lau Man Yee, Vanessa
Li Ming
Wu Xiaohua
Danny Goh Yan Nan

Principal place of business

in Hong Kong:
16/F, 144-151
Singga Commercial Centre
Connaught Road West
Hong Kong

Independent non-executive directors:

Wang Xu
Peng Qifa
Chong Teck Sin

* *For identification purpose only*

13 May 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF NEW DIRECTOR AND SUPERVISOR,
REDESIGNATION OF DIRECTOR
AND
PROPOSED RENEWAL AND EXTENSION OF THE VALIDITY PERIOD
OF THE RESOLUTIONS REGARDING THE PROPOSED TRANSFER OF
LISTING OF THE H SHARES FROM GEM TO THE MAIN BOARD OF THE
STOCK EXCHANGE**

A. Introduction

Reference is made to the announcements published by the Company on 18 March 2011 and 25 April 2011.

The purpose of this circular is to set out, amongst other things, the information of the proposed new director and supervisor, re-designation of director and proposed renewal and extension of the validity period of the resolutions regarding the proposed Transfer of Listing of the H Shares from GEM to the Main Board of the Stock Exchange in order to allow you to make an informed decision on voting in respect of the ordinary resolutions regarding the appointment of new director and supervisor to be proposed and the re-designation of director and the special resolution regarding the proposed renewal and extension of the validity period of the resolutions regarding the proposed Transfer of Listing of the H Shares from GEM to the Main Board of the Stock Exchange at the AGM and the Class Meetings.

B. Proposed Appointment of New Director and Supervisor

Given that Mr. Wu Xiaohua will resign as a non-executive director and a member of Nomination Committee of the Company with effect from the date of convening the AGM of the Company (please refer to the Company's announcement published on 18 March 2011) and Mr. Tang Yizhong will resign as shareholder representative supervisor of the Company with effect from the date of convening the AGM of the Company (please refer to the Company's announcement published on 18 March 2011), the Board received from its substantial shareholders Minsheng Industrial the nomination of candidate of the director and the nomination of candidate of the shareholder representative supervisor. The Board has duly conducted the qualification verification of the relevant candidates. Mr. Cao Yang will be the candidate for non-executive director of the Company, whilst Mr. Wu Xiaohua will be the candidate for shareholder representative supervisor of the Company.

LETTER FROM THE BOARD

The biographical details of the candidates of the new director and shareholder representative supervisor are set out below:

Candidate for Non-Executive Director

Mr. Cao Yang

Mr. Cao Yang, aged 52, graduated from Chongqing Economic Management Cadre College in 1988. Mr. Cao now serves as the deputy general manager of Minsheng Shipping Co., Ltd. and the general manager of Minsheng Logistics Company Limited and Vice Chairman of the Board of Wuhan Changan Minfutong Logistics Co., Ltd. From April 1978 to November 2009, Mr. Cao served as deputy manager, manager of comprehensive department, deputy manager of business department and vice president of Minsheng Industrial; during the period, Mr. Cao also served as deputy manager of Minsheng International Cargo Forwarding Company and deputy standing general manager of Minsheng Logistics Company Limited. Mr. Cao has over thirty years of experiences in different positions of transportation and logistics industry with abundant experiences in inland river transportation, automobile logistics industry and enterprise management.

Save as disclosed above, Mr. Cao Yang has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Cao Yang does not hold any other positions with the Company or other members of the Group and does not have any relationships with any directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the SFO. If Mr. Cao Yang was elected as a non-executive director in the Annual General Meeting, the Company and Mr. Cao Yang will enter into a service agreement in relation to the appointment of Mr. Cao Yang as a non-executive director of the Company. Mr. Cao Yang will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval by the shareholders at general meeting, the Company will disclose after the Board determines the director's emoluments.

Save as disclosed above, Mr. Cao Yang is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor had he any information needed to be disclosed under GEM Listing Rules 17.50(2) (h) to (v).

Candidate for Supervisor

Mr. Wu Xiaohua

Mr. Wu Xiaohua, aged 55, graduated from the Sichuan Cadre Correspondence Institute in 1988, majoring in Financial Accounting. Prior to his resignation, Mr. Wu served as a non-executive director and a member of Nomination Committee of the Company. Mr. Wu now serves as director, vice general manager and finance controller of Minsheng Shipping Co. Ltd. Mr. Wu previously served as deputy manager, manager, minister of the planning finance department and vice general accountant and general accountant of Minsheng Industrial; general accountant of Minsheng Shipping Co., Ltd. Mr. Wu has abundant experiences in finance management, investment, auditing and internal control of enterprises.

Save as disclosed above, Mr. Wu Xiaohua has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Wu Xiaohua does not hold any other positions with the Company or other members of the Group and does not have any relationships with any directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the SFO. If Mr. Wu Xiaohua was elected as a shareholder representative supervisor in the Annual General Meeting, the Company and Mr. Wu Xiaohua will enter into a service agreement in relation to the appointment of Mr. Wu Xiaohua as a shareholder representative supervisor of the Company. Mr. Wu Xiaohua will be entitled to supervisor's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval by the shareholders at general meeting, the Company will disclose after the Board determines the supervisor's emoluments.

Save as disclosed above, Mr. Wu Xiaohua is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor had he any information needed to be disclosed under GEM Listing Rules 17.50(2) (h) to (v).

The nomination of the above proposed new director and shareholder representative supervisor will be tabled by way of separate ordinary resolution at the forthcoming Annual General Meeting of the Company for Shareholders' consideration.

C. Re-designation of Director

Given that Mr. Zhang Lungang has been appointed as the Chairman of the Board (please refer to the announcement dated 25 April 2011 by the Company for more detailed information), the Board received from its shareholders Changan Industry Co.'s proposal to re-designate Mr. Zhang Lungang from the non-executive director to be the executive director of the Company. The proposed re-designation requires the approval of the shareholders of the Company by way of ordinary resolution at the AGM.

D. Proposed Renewal and Extension of the Validity Period of the Resolutions Regarding the Proposed Transfer of Listing of the H Shares From GEM to the Main Board of the Stock Exchange

Pursuant to the respective resolutions approved by the 2010 first extraordinary general meeting, the 2010 first class meeting for holders of the H Shares and the 2010 first class meeting for holders of the Domestic Shares passed on 19 March 2010, the proposed Transfer of Listing of the H Shares from GEM to the Main Board of the Stock Exchange was approved and the validity of the resolutions would be for a period of one year, starting from the date on which the approval was obtained from the general meeting. Given that the validity period of the resolutions has expired on 18 March 2011 and the work regarding the Proposed Transfer of Listing of the H Shares from GEM to the Main Board of the Stock Exchange is still in progress, the Company proposes to convene the Annual General Meeting, the Class Meeting of the Holders of the H Shares and the Class Meeting of the Holders of the Domestic Shares for purpose of renewing and extending the validity period of the resolutions regarding the Proposed Transfer of Listing of the H Shares from GEM to the Main Board of the Stock Exchange with retrospective effect for a period to commence on 19 March 2011 and to expire on 31 December 2012.

E. Annual General Meeting and Class Meetings for the Holders of the H Shares and Domestic Shares

The Company will convene the AGM to consider, among other things, the appointment of the new director and supervisor of the Company, the re-designation of director and the renewal and extension of the validity period of the resolutions regarding the proposed Transfer of Listing of the H Shares from GEM to the Main Board of the Stock Exchange.

The notice of AGM is set out on pages 10 to 13 of this circular. A proxy form for use at the AGM to be held at 10:00 a.m. on 30 June 2011 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form for use at the AGM in accordance with the instructions printed thereon and return the same 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 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 foreign shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the AGM or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the AGM or at any adjourned meeting if you so wish.

LETTER FROM THE BOARD

The notices of the Class Meetings for the holders of the H Shares and the Domestic Shares are set out on pages 14 to 17 of this circular. Proxy forms for use at the Class Meetings for the holders of the H Shares and Domestic Shares to be held in sequence at 10:00 a.m. (or immediately after the conclusion or adjournment of the AGM) on 30 June 2011 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC are enclosed. Whether or not you intend to attend the Class Meetings for the holders of the H Shares and, where applicable, the Domestic Shares, you are requested to complete the accompanying proxy form for use at the Class Meeting for the holders of the H Shares (for the holders of the H Shares only) or proxy form for use at the Class Meeting for the holders of the Domestic Shares (for the holders of the Domestic Shares, including non-H foreign shares) in accordance with the instructions printed thereon and return the same 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 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 foreign shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the Class Meetings for the holders of the H Shares and, where applicable, Domestic Shares or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the Class Meetings for the holders of the H Shares and, where applicable, the Domestic Shares or at any adjourned meeting if you so wish.

Reply slips for each of the AGM and the Class Meetings are also enclosed. You are reminded to complete and sign the relevant reply slips (if you are entitled to attend the relevant meetings) and return the signed slips 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 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 foreign shares) on or before 10 June 2011 in accordance with the instructions printed thereon.

F. Closure of Register of Members

The register of members in Hong Kong will be closed from 31 May 2011 to 30 June 2011, 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 Annual General Meeting and Class Meeting for the holders of the H Shares and to vote as the Shareholders, and to receive the final dividend for the year ended 31 December 2010 of the Company, 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 30 May 2011.

G. Recommendations

The Board is of the view that the Proposed Appointment of New Director and Supervisor, the Re-designation of Director and the Proposed Renewal and Extension of the Validity Period of the Resolutions Regarding the Proposed Transfer of Listing of the H Shares From GEM to the Main Board of the Stock Exchange are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders vote in favour of the resolutions to be proposed at the Annual General Meeting and, where applicable, Class Meetings for the Holders of the H Shares and Domestic Shares.

H. Responsibility Statement

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this circular misleading.

On behalf of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Gao Peizheng
Executive Director



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting ("AGM") of Changan Minsheng APLL Logistics Co., Ltd. (the "**Company**") will be held at the Company's meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, at 10:00 a.m. on 30 June 2011, to consider and approve (if thinks fit) the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors for the year ended 31 December 2010;
2. To consider and approve the Report of the Supervisory Committee for the year ended 31 December 2010;
3. To consider and approve the audited consolidated accounts and the Report of the Auditors for the year ended 31 December 2010;
4. To consider and approve the Financial Report for the year ended 31 December 2010;
5. To decide the declaration of a final dividend of RMB0.15 (including tax) per share of the Company for the year ended 31 December 2010;
6. To consider and approve the Fixed Assets Investment Plan for 2011 and authorize the Board to adjust such annual plans according to the actual situations;
7. To approve to re-appoint PricewaterhouseCoopers Zhong Tian Certified Public Accountants Ltd., Co. as the Company's 2011 PRC auditor, for a term to expire until the next annual general meeting; approve to authorize the Board of Directors to decide the remuneration for PricewaterhouseCoopers Zhong Tian Certified Public Accountants Ltd., Co.
8. To approve to authorize the General Manager of the Company to decide according to the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the current market situation and the process of the transferring to the Main Board of the Stock Exchange of Hong Kong Limited whether to adapt the Hong Kong Financial Reporting Standards to prepare the 2011 Annual Report of the Company; under the condition that the General Manager of the Company decides according to Chapter 18 of the GEM Listing Rules of the Stock Exchange, the current market situation and the process of the transferring to the Main Board to adapt Hong Kong Financial Reporting Standards to make out the 2011 Annual Report, the Board of Directors of the Company shall submit the proposal regarding the appointment of the auditor (Hong Kong Financial Reporting Standards) for approval at the extraordinary general meeting.

9. To approve the appointment of the member of the Board of the Company (for biography of candidate for director, please refer to note 9 of this notice): to approve the appointment of Mr. Cao Yang as the non-executive director of the Company with a term commencing from the conclusion of the AGM until the expiry of the term of the current session of the Board of Directors and to authorize the Board of Directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Cao Yang on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.
10. To approve the appointment of the member of the Supervisory Committee of the Company (for biography of candidate for supervisor, please refer to note 10 of this notice): to approve the appointment of Mr. Wu Xiaohua as the shareholder representative supervisor of the Company with a term commencing from the conclusion of the AGM until the expiry of the term of the current session of the Supervisory Committee and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Wu Xiaohua on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.
11. To approve the re-designation of Mr. Zhang Lungang from the non-executive director to the executive director of the Company and to authorize the Board of Directors to enter into supplemental service contract with Mr. Zhang Lungang in capacity as the executive director of the Company.

SPECIAL RESOLUTION

12. To approve the proposed Renewal and Extension of the Validity Period of the Resolutions Regarding the Proposed Transfer of Listing of the H Shares from the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited to the Main Board of The Stock Exchange of Hong Kong Limited: to approve the validity of the relevant resolutions with retrospective effect for a period to commence on 19 March 2011 and to expire on 31 December 2012.

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

Chongqing, the PRC
13 May 2011

** For identification purpose only*

Notes:

- (1) The Company's register of members will be closed from 31 May 2011 to 30 June 2011 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares who wish to be eligible for voting and final dividend, will have to return all their instruments of transfer together with the relevant Share certificates to Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in respect of H Shares) before 4:30 p.m. on 30 May 2011.

NOTICE OF ANNUAL GENERAL MEETING

Pursuant to the “Enterprise Income Tax Law of the PRC” 《中華人民共和國企業所得稅法》 and the relevant implementing rules which came into effect on 1 January 2008 and the “Notice of the Issues concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Which are Overseas non-resident Enterprises” 《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》 issued by the State Administration of Taxation on 6 November 2008, the Company is required to withhold and pay corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H share register of members of the Company. Any shares registered in the names of non-individual registered shareholders (including HKSCC Nominees Limited, other corporate nominees, trustees or other entities and organizations) will be treated as being held by non-resident enterprise shareholder and will therefore be subject to the withholding of the corporate income tax. Shareholders and investors should peruse the contents above carefully. If shareholders’ names appear on the H Shares register of members, please refer to nominees or trust organization for details of the relevant arrangements. The Company has no obligation and shall not be responsible for confirming the identities of the shareholders.

The Company will strictly comply with the law, and if the AGM approves the ordinary resolution No. 5 (that is to decide the declaration of a final dividend of RMB0.15 (including tax) per share of the Company for the year ended 31 December 2010), the Company will withhold and pay the corporate income tax on behalf of the relevant shareholders based on the H Shares register of members of the Company as at 29 June 2011. The Company will not accept any requests relating to any delay in confirming the identity of the shareholders or any errors in the identity of the shareholders.

- (2) Shareholders who intend to attend the AGM will have to return the completed reply slip to the Company’s H share registrar Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (in respect of H Shares) or the office of the Board of the Company at No. 561, Hongjin Road, Yuebei District, Chongqing, the PRC (postal code 401121) (in respect of domestic Shares, including non-H foreign Shares, same hereinafter) on or before 10 June 2011. The reply slip may be delivered by post, telegram or facsimile (Fax No. for H shareholders is (852) 2865 0990 or Fax No. for domestic shareholders is (8623) 89182265).
- (3) A shareholder who has the right to attend and vote at the AGM is entitled to appoint a proxy or proxies (whether or not a member) to attend and vote on his behalf (if only one proxy is appointed, when voting by show of hands and by poll; and if more than one proxy are appointed, then only when voting by poll). In the event more than one proxy is appointed, the instruments of appointment should indicate the class and number of Shares the proxies are representing.
- (4) Shareholders and their proxies should show their documents of identity when attending the meeting.
- (5) The instrument appointing a proxy must be made in writing under the hand of the appointor or his attorney duly notarized in writing. If the appointor is a legal person, the relevant instrument must bear the chop of the legal person, or submitted in person by a director or duly authorized person.
- (6) The instrument of appointment must be delivered to the Company’s share registry Computershare Hong Kong Investor Services Limited (in respect of H Shares) or the office of the Board of the Company (in respect of domestic Shares) 24 hours before the commencement of the AGM.
- (7) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the AGM.
- (8) Shareholders attending the AGM will be responsible for their own traveling and accommodation expenses.
- (9) Biographical details of the candidate of the Board of Directors are set out in the Circular of the Company dated 13 May 2011.
- (10) Biographical details of the candidate of the Supervisory Committee are set out in the Circular of the Company dated 13 May 2011.

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the board of directors of the Company comprises:

Executive directors:

Mr. Gao Peizheng
Mr. Lu Xiaozhong
Mr. William K Villalon
Mr. Shi Chaochun

Non-executive directors:

Mr. Zhang Lungang (Chairman of the Board)
Mr. Lu Guoji (Vice Chairman of the Board)
Ms. Lau Man Yee, Vanessa
Mr. Li Ming
Mr. Wu Xiaohua
Mr. Danny Goh Yan Nan

Independent non-executive directors:

Ms. Wang Xu
Mr. Peng Qifa
Mr. Chong Teck Sin



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 2011 FIRST CLASS MEETING
FOR HOLDERS OF THE H SHARES**

NOTICE IS HEREBY GIVEN that the 2011 first class meeting of the holders of the H Shares (the "**Class Meeting for Holders of the H Shares**") 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 (the "**PRC**") at 10:00 a.m. (or immediately after the conclusion or adjournment of the 2010 annual general meeting of the Company) on 30 June 2011 to consider and approve (if thinks fit) the passing of following resolution as special resolution:

SPECIAL RESOLUTION

1. To approve the proposed Renewal and Extension of the Validity Period of the Resolutions Regarding the Proposed Transfer of Listing of the H Shares from the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited to the Main Board of The Stock Exchange of Hong Kong Limited: to approve the validity of the relevant resolutions with retrospective effect for a period to commence on 19 March 2011 and to expire on 31 December 2012.

By Order of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Gao Peizheng
Executive Director

Chongqing, the PRC
13 May 2011

** For identification purpose*

Notes:

- (1) In order to determine the Shareholders who are entitled to attend and vote at the Class Meeting for Holders of the H Shares, the Company's register of H Shareholders will be closed from 31 May 2011 to 30 June 2011 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares who wish to be eligible for voting will have to return all their instruments of transfer together with the relevant Share certificates to Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 30 May 2011.

NOTICE OF CLASS MEETING FOR HOLDERS OF THE H SHARES

- A(2) Shareholders who intend to attend the Class Meeting for Holders of the H Shares will have to return the completed reply slip to the Company's H share registrar Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 10 June 2011. The reply slip may be delivered by post, telegram or facsimile (Fax No. for H shareholders is (852) 28650990).
- (3) A shareholder who has the right to attend and vote at the Class Meeting for Holders of the H Shares is entitled to appoint a proxy or proxies (whether or not a member) to attend and vote on his behalf (if only one proxy is appointed, when voting by show of hands and by poll; and if more than one proxy are appointed, then only when voting by poll). In the event more than one proxy is appointed, the instruments of appointment should indicate the class and number of Shares the proxies are representing.
- (4) Shareholders and their proxies should show their documents of identity when attending the Class Meeting for Holders of the H Shares.
- (5) The instrument appointing a proxy must be made in writing under the hand of the appointor or his attorney duly notarized in writing. If the appointor is a legal person, the relevant instrument must bear the chop of the legal person, or submitted in person by a director or duly authorized person.
- (6) The instrument of appointment must be delivered to the Company's share registry Computershare Hong Kong Investor Services Limited 24 hours before the commencement of the Class Meeting for Holders of the H Shares.
- (7) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the Class Meeting for Holders of the H Shares.
- (8) Shareholders attending the Class Meeting for Holders of the H Shares will be responsible for their own traveling and accommodation expenses.

As at the date of this notice, the board of directors of the Company comprises:

Executive directors:

Mr. Gao Peizheng
Mr. Lu Xiaozhong
Mr. William K Villalon
Mr. Shi Chaochun

Non-executive directors:

Mr. Zhang Lungang (Chairman of the Board)
Mr. Lu Guoji (Vice Chairman of the Board)
Ms. Lau Man Yee, Vanessa
Mr. Li Ming
Mr. Wu Xiaohua
Mr. Danny Goh Yan Nan

Independent non-executive directors:

Ms. Wang Xu
Mr. Peng Qifa
Mr. Chong Teck Sin



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**NOTICE OF THE 2011 FIRST CLASS MEETING
FOR HOLDERS OF THE DOMESTIC SHARES**

NOTICE IS HEREBY GIVEN that the 2011 first class meeting of the holders of the Domestic Shares (the "Class Meeting for Holders of the Domestic Shares") 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 (the "PRC") at 10:00 a.m. (or immediately after the conclusion or adjournment of the 2010 annual general meeting and the 2011 first class meeting for Holders of the H Shares) on 30 June 2011 to consider and approve (if thinks fit) the passing of following resolution as special resolution:

SPECIAL RESOLUTION

1. To approve the proposed Renewal and Extension of the Validity Period of the Resolutions Regarding the Proposed Transfer of Listing of the H Shares from the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited to the Main Board of The Stock Exchange of Hong Kong Limited: to approve the validity of the relevant resolutions with retrospective effect for a period to commence on 19 March 2011 and to expire on 31 December 2012.

By Order of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Gao Peizheng
Executive Director

Chongqing, the PRC
13 May 2011

** For identification purpose*

Notes:

- (1) In order to determine the Shareholders who are entitled to attend and vote at the Class Meeting for Holders of the Domestic Shares, the Company's register of Domestic Shareholders will be closed from 31 May 2011 to 30 June 2011 (both days inclusive), during which period no transfer of Domestic Shares will be registered. In order to be eligible to attend the Class Meeting for Holders of the Domestic Shares and to vote as the Shareholders, all transfers of the Domestic Shares of the Company should be finalised before the close of business on 30 May 2011. The holders of the domestic shares of the Company whose name appears on the register of members of the Company at close of business on 29 June 2011 will be entitled to attend and vote at the Class Meeting for Holders of the Domestic Shares.

NOTICE OF CLASS MEETING FOR HOLDERS OF THE DOMESTIC SHARES

- (2) Shareholders who intend to attend the Class Meeting for Holders of the Domestic Shares will have to return the completed reply slip to the office of the Board of the Company at No. 561 Hongjin Road, Yuebei District, Chongqing, the PRC (postal code 401121) (in respect of domestic Shares, including non-H foreign Shares, same hereinafter) on or before 10 June 2011. The reply slip may be delivered by post, telegram or facsimile (Fax No. for domestic shareholders is (8623) 89182265).
- (3) A shareholder who has the right to attend and vote at the Class Meeting for Holders of the Domestic Shares is entitled to appoint a proxy or proxies (whether or not a member) to attend and vote on his behalf (if only one proxy is appointed, when voting by show of hands and by poll; and if more than one proxy are appointed, then only when voting by poll). In the event more than one proxy is appointed, the instruments of appointment should indicate the class and number of Shares the proxies are representing.
- (4) Shareholders and their proxies should show their documents of identity when attending the Class Meeting for Holders of the Domestic Shares.
- (5) The instrument appointing a proxy must be made in writing under the hand of the appointor or his attorney duly notarized in writing. If the appointor is a legal person, the relevant instrument must bear the chop of the legal person, or submitted in person by a director or duly authorized person.
- (6) The instrument of appointment must be delivered to the office of the Board of the Company 24 hours before the commencement of the Class Meeting for Holders of the Domestic Shares.
- (7) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the Class Meeting for Holders of the Domestic Shares.
- (8) Shareholders attending the Class Meeting for Holders of the Domestic Shares will be responsible for their own traveling and accommodation expenses.

As at the date of this notice, the board of directors of the Company comprises:

Executive directors:

Mr. Gao Peizheng
Mr. Lu Xiaozhong
Mr. William K Villalon
Mr. Shi Chaochun

Non-executive directors:

Mr. Zhang Lungang (Chairman of the Board)
Mr. Lu Guoji (Vice Chairman of the Board)
Ms. Lau Man Yee, Vanessa
Mr. Li Ming
Mr. Wu Xiaohua
Mr. Danny Goh Yan Nan

Independent non-executive directors:

Ms. Wang Xu
Mr. Peng Qifa
Mr. Chong Teck Sin