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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

**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.

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.

As at the date of this announcement, the board of the Company comprises: (1) Mr. Gao Peizheng, Mr. Lu Xiaozhong, Mr. William K Villalon and Mr. Shi Chaochun as the Executive directors; (2) 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 and Mr. Danny Goh Yan Nan 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*