



重慶長安民生物流股份有限公司  
**Changan Minsheng APLL Logistics Co., Ltd.\***  
(「**the Company**」)

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 08217)

**Procedures for Shareholders to Nominate Candidate(s) for  
Election as Director(s) or Shareholders' Representative  
Supervisor(s)**

I. Nomination of candidate(s) for director(s) or shareholders' representative supervisor(s) to the board of directors by Shareholders who have nomination right

1. On establishment of a new session of board of directors and a new session of supervisory committee considered by the last session of the board of directors, or when the board of directors nominates new member(s) to fill the vacancy for director(s) or shareholders' representative supervisor(s), shareholders, separately or jointly, holding 3% or above of the total issuing shares with voting right of the Company (「**the Shareholders with nomination right**」) shall have the right to nominate candidate(s) for director(s) or shareholders' representative supervisor(s) to the board of directors. However, the proposed number of the candidate(s) to be nominated must comply with the regulations of Articles of Association of Changan Minsheng APLL Logistics Co., Ltd. (「**the Articles of Association**」) and the number of candidate(s) must not be more than the persons proposed to be elected.

2. The nomination documents/information proposed by Shareholders with nomination right should include the following:

(1) written resume of the candidate(s) for director(s) and/or shareholders' representative supervisor(s) (including his/her occupation, educational background, professional titles, specific working background, part-time jobs, etc.), such a written resume should contain the contents required under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (「**the GEM Listing Rules**」) and the relevant PRC authorities (if any);

(2) Shareholders with nomination right who propose the nomination should issue a written confirmation letter confirming that each candidate(s) for director(s) and/or shareholders' representative supervisor(s) has (have) the qualification to be a director or a supervisor according to the Company Law of the PRC ( 「 **the Company Law** 」 ), the Articles of Association and the GEM Listing Rules;

(3) each of the candidate(s) for director(s) and shareholders' representative supervisor(s) proposed in the nomination proposal should issue a written letter stating his/her consent to and acceptance of the nomination and undertaking that his/her personal particulars provided to and publicly disclosed by the Company are true and complete in every aspect and that he/she will diligently perform the obligations of director or supervisor upon election;

(4) where independent non-executive director(s) is/are included in the nomination proposal, each of the candidate(s) for independent non-executive director(s) shall produce a declaration made by the nominator of the independent non-executive director (to be signed by the Shareholders who have nomination rights) and a declaration made by the candidate(s) of independent non-executive director(s)' (signed by the candidate(s) of the independent non-executive director(s)) pursuant to the GEM Listing Rules and other laws and regulations.

3. The nomination committee of the board of directors of the Company shall conduct an initial review on the qualifications of the candidate(s) for director(s) and shareholder's representative supervisor(s) proposed by Shareholders with nomination right, and submit the qualified person(s) to the board of directors for review. After approval by the resolutions of the board of directors, the board of directors shall propose the candidate(s) for director(s) and shareholders' representative supervisor(s) to the general meeting in written proposal(s).

4. The candidate(s) for director(s) and shareholders' representative supervisor(s) will be voted one by one at the general meeting of the Company.

II. To propose candidate(s) for director(s) or shareholders' representative supervisor(s) as provisional proposal(s) at the general meeting by Shareholders with nomination right

1. When the Company convenes a general meeting, Shareholders with nomination right may propose a provisional proposal to the board of directors in relation to the nomination of the candidate(s) for director(s) or shareholders' representative supervisor(s).

2. For provisional proposal in relation to the nomination of candidate(s) for director(s) or shareholders' representative supervisor(s), Shareholders with nomination right should submit a written provisional proposal ( 「 **the Provisional Proposal** 」 ) for proposing the candidate(s) for director(s) or shareholders' representative supervisor(s) commencing from the second date on issuance of the notice of general meeting but not later than ten days before the date for convening

the general meeting (or not later than the deadline stipulated from time to time by the Company Law, the GEM Listing Rules and the Articles of Association). The Provisional Proposal must clearly specify the name(s) of Shareholders with nomination right and the number of shares held by such Shareholders with nomination right, the name(s) of the candidate(s) for director(s) or shareholder's representative supervisor(s) and signed by the Shareholders with nomination right (but not by the nominated candidate(s)). The Provisional Proposal together with the documents as set out Item 3 below must be sent to the Company (address: No. 561, Hongjin Road, Yubei District, Chongqing, the PRC, post code: 401121).

3. The Provisional Proposal by the Shareholders with nomination right should include the contents contained in the nomination information provided in respect of the candidate(s) for director(s) and shareholders' representative supervisor(s) as set out in the preceding Item 2 of Part I.

4. The board of directors shall submit the proposal to the nomination committee of the board of directors in time. The nomination committee of the board of directors shall review the qualifications and conditions of the relevant candidate(s) according to the Company Law, the Articles of Association, the Rules of Nomination Committee of the board of directors of the Company and the GEM Listing Rules, etc. and send the review results to the board of directors. For candidate(s) who meet with the required qualifications and conditions, the board of directors shall consider including the relevant nomination proposal(s) in the agenda of the general meeting for the review and discussion pursuant to the regulations of the Company Law, the Articles of Association and the GEM Listing Rules. Supplementary notice of the general meeting, etc. should be issued pursuant to the regulations of the GEM Listing Rules and the Company Law.

5. The candidate(s) for director(s) and shareholders' representative supervisor(s) set out in the Provisional Proposal will be voted one by one at the general meeting of the Company.

Chongqing, 30 March 2012

*\* For identification purpose only*