
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 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 Exchanges 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, 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 this circular misleading.



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: 08217)

PROPOSED APPOINTMENT OF NEW DIRECTORS

A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 14 November 2012 is set out in pages 3 to 6 of this circular.

The notice convening the Extraordinary General Meeting of Changan Minsheng APLL Logistics Co., Ltd. to be held at 10:00 a.m. on 31 December 2012 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC is set out on pages 7 to 9 of this circular.

Proxy form for use at the Extraordinary General Meeting is enclosed with this circular. Whether or not you intend to attend the Extraordinary General Meeting 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 form will not preclude 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

14 November 2012

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.

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DEFINITIONS

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

“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 of Hong Kong Limited
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“2012 First Extraordinary General Meeting” or “Extraordinary General Meeting”	the first extraordinary general meeting of 2012 to be held by the Company at the Conference Room, No.561 Hongjin Road, Yubei District, Chongqing, the PRC at 10:00 a.m. on 31 December 2012 (Monday) to consider, amongst other things, the appointment of Directors of the Company
“SFO”	Securities and Futures Ordinance, Cap.571 of the laws of Hong Kong
“Shareholders”	shareholders of the Company
“Stock Exchange” or “Exchange”	The Stock Exchange of Hong Kong Limited



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: 08217)

Executive directors:

Zhang Lungang
Gao Peizheng
Lu Xiaozhong
Zhu Minghui
William K Villalon

Registered Office:

Liangjing Village
Yuanyang Town
Yubei District
Chongqing
The PRC

Non-executive directors:

Lu Guoji
Lau Man Yee, Vanessa
Li Ming
Wu Xiaohua
Zhou Zhengli
Danny Goh Yan Nan

***Principal place of business
in Hong Kong:***

16/F., 144-151
Singa Commercial Centre
Connaught Road West
Hong Kong

Independent non-executive directors:

Peng Qifa
Chong Teck Sin
Poon Chiu Kwok

** For identification purpose only*

14 November 2012

To the Shareholders

PROPOSED APPOINTMENT OF NEW DIRECTORS

A. INTRODUCTION

Reference is made to an announcement published by the Company dated 12 November 2012.

The purpose of this circular is to set out, amongst other things, the information of the proposed new directors in order to allow you to make an informed decision on voting in respect of the ordinary resolutions regarding the appointment of new directors at the Extraordinary General Meeting.

B. PROPOSED APPOINTMENT OF NEW DIRECTORS

For purposes of complying with the requirement of the GEM Listing Rules that the number of independent non-executive directors should represent at least one-third of the Board, the Board, upon recommendation of the Nomination Committee of the Board of the Company after its review of the relevant qualifications and independency of proposed candidates, proposes to nominate Mr. Jie Jing, Ms. Zhang Yun and Mr. Goh Chan Peng as the candidates of independent non-executive Directors of the Company. The appointment of the proposed independent non-executive Directors of the Company shall be subject to approval by Shareholders at the 2012 First Extraordinary General Meeting of the Company.

The biographies of the candidates of the independent non-executive Directors are set out below:

Candidates for Independent Non-Executive Directors

Mr. Jie Jing

Mr. Jie Jing (揭京), aged 44, obtained a Bachelor of Engineering degree from Wuhan University of Technology in 1989, a Master of Engineering degree from Chongqing University in 1997 and a Doctor of Psychology degree from Southwest University in 2008. Mr. Jie now serves as the head of Exploring Department, associate professor of Institute of Finance and Economics of Chongqing Jiaotong University. He is also a member and special grade lecturer of the China Business Manager Association, executive member of Chongqing Economics Association and Members of the CPPCC of Nan'an District of Chongqing. Mr. Jie previously served as the general manager and legal representative of Hong Kong Jinhong International Trade Company, the general manager and legal representative of Chongqing Hongda Property Development Company Limited, senior strategic consultant of Chongqing Xiexin Group, senior partner of Xinhuaixin Management Consulting Company and the Assistant GM of Chongqing Jiulong Electric Power Co., Ltd. (a listed company in Shanghai Stock Exchange, stock code: 600292). Mr. Jie Jing has rich experience in supply chain management, logistics system optimization and corporate governance, etc.

Save as disclosed above, Mr. Jie Jing does not hold the position as director in any listed companies in the past three years nor does he hold any position with the Company and members of the Group. Mr. Jie Jing has no relationships with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to Mr. Jie Jing that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there any other matters which need to be brought to the attention of the shareholders of the Company in connection with his proposed appointment.

If Mr. Jie Jing was elected as an independent non-executive Director in the 2012 First Extraordinary General Meeting, the Company and Mr. Jie Jing will enter into a service agreement in relation to the appointment of Mr. Jie Jing as an independent non-executive Director of the Company. Mr. Jie Jing will be entitled to a director's emolument which is to be 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. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Jie Jing's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

Ms. Zhang Yun

Ms. Zhang Yun (張運), aged 46, obtained a Bachelor degree from Chongqing Jiaotong University in 1986 and a Master degree from Chongqing University in 1994. Ms. Zhang now serves as the department head of Logistics, head of the Institute of Logistics Research, professor and master instructor of Chongqing Jiaotong University; strategic decision consultant of road transportation industry of Chongqing Road Transportation Management Office; expert for self-study examination of Chongqing Higher Education; expert for evaluation

LETTER FROM THE BOARD

of bid of Chongqing Road Projects Construction. At the recommendation of the Ministry of Transportation of the PRC and sponsored by Germany government, Ms. Zhang studied logistics theories and practiced them in the TUD university, research organizations including TCAC and HPTI and logistics enterprise named KUEHNE & NAGEL in German. Ms. Zhang had been responsible for so many studies and researches including “Research on Chongqing’s Community Infrastructure Guarantee Capacity in Western Development Strategy” and “Optimization of Logistics in City’s Development” and had written many thesis. Ms. Zhang has rich experience in logistics theory research, tactics making and personnel training, etc.

Save as disclosed above, Ms. Zhang Yun does not hold the position as director in any listed companies in the past three years nor does she hold any position with the Company and members of the Group. Ms. Zhang Yun has no relationships with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company nor does she have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to Ms. Zhang Yun that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there other matters which need to be brought to the attention of the shareholders of the Company in connection with her proposed appointment.

If Ms. Zhang Yun was elected as an independent non-executive Director in the 2012 First Extraordinary General Meeting, the Company and Ms. Zhang Yun will enter into a service agreement in relation to the appointment of Ms. Zhang Yun as an independent non-executive Director of the Company. Ms. Zhang Yun will be entitled to a director's emolument which is to be 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. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Ms. Zhang Yun's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

Mr. Goh Chan Peng

Mr. Goh Chan Peng (吴赞鹏), aged 58, obtained a Bachelor of Commerce degree from Nanyang University in Singapore. Mr. Goh now serves as the Chief Executive Officer (“CEO”) of Beyonics Technology Limited and its subsidiaries (the “Beyonics Group”). He joined the Beyonics Group as CEO in 2000. Mr. Goh was instrumental in spearheading the Beyonics Group’s transformation from a precision engineering company to an integrated Electronics Manufacturing Service solutions provider for Original Equipment Manufacturers. Prior to joining Beyonics, Mr. Goh spent nearly 18 years at Flextronics International Ltd. where he held a number of senior leadership positions in Finance and Operations including the position of Chief Financial Officer. As the Chief Financial Officer of Flextronics, he played an important part in the listing of Flextronics on NASDAQ.

Save as disclosed above, Mr. Goh Chan Peng does not hold the position as director in any listed companies in the past three years nor does he hold any position with the Company and members of the Group. Mr. Goh has no relationships with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to Mr. Goh Chan Peng that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there any other matters which need to be brought to the attention of the shareholders of the Company in connection with his proposed appointment.

If Mr. Goh Chan Peng was elected as an independent non-executive Director in the 2012 First Extraordinary General Meeting, the Company and Mr. Goh Chan Peng will enter into a service agreement in relation to the appointment of Mr. Goh Chan Peng as an independent non-executive Director of the Company. Mr. Goh Chan Peng will be entitled to a director's emolument which is to be 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. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Goh Chan Peng's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

LETTER FROM THE BOARD

Each of the candidates for independent non-executive Directors recommended for appointment has confirmed that he/she has fulfilled the independent factors as stipulated in Rule 5.09 of the GEM Listing Rules. The Board considered that they are independent pursuant to the guidelines on independence under the GEM Listing Rules.

C. EXTRAORDINARY GENERAL MEETING

The Company will convene the Extraordinary General Meeting at 10:00 a.m. on 31 December 2012 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, to consider, inter alia, the proposed appointment of new directors. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding such meeting.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Extraordinary General Meeting or at any adjourned meetings should you wish.

All votes of resolutions at the Extraordinary General Meeting will be taken by poll pursuant to the GEM Listing Rules.

D. CLOSURE OF REGISTER OF MEMBERS

The register of members in Hong Kong will be closed from 1 December 2012 to 31 December 2012, 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 Extraordinary General Meeting 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 30 November 2012.

E. RECOMMENDATIONS

The Board is of the view that the Proposed Appointment of New Directors 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 Extraordinary General Meeting.

F. 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.
Zhu Minghui
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: 08217)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting ("EGM") 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 31 December 2012, to consider and approve (if thinks fit) the following resolutions:

ORDINARY RESOLUTIONS

To approve the appointment of the members of the Board of the Company (for biographies of candidates for director, please refer to note 9 of this notice)

- (1) to approve the appointment of Mr. Jie Jing as the independent non-executive director of the Company for a term commencing from the conclusion of the EGM until the expiry of the term of the current session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contract(s) with Mr. Jie Jing 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.
- (2) to approve the appointment of Ms. Zhang Yun as the independent non-executive director of the Company for a term commencing from the conclusion of the EGM until the expiry of the term of the current session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contract(s) with Ms. Zhang Yun 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.
- (3) to approve the appointment of Mr. Goh Chan Peng as the independent non-executive director of the Company for a term commencing from the conclusion of the EGM until the expiry of the term of the current session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contract(s) with Mr. Goh Chan Peng 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.

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

Chongqing, the PRC
14 November 2012

** For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) The Company's register of members will be closed from 1 December 2012 to 31 December 2012 (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 at the EGM 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 November 2012.
- (2) Shareholders who intend to attend the EGM 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 11 December 2012. 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 EGM 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 EGM.
- (7) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the EGM.
- (8) Shareholders attending the EGM will be responsible for their own traveling and accommodation expenses.
- (9) Biographical details of the candidates of the Board of Directors are set out in the Circular of the Company dated 14 November 2012.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

Executive Directors:

Mr. Zhang Lungang
Mr. Gao Peizheng
Mr. Lu Xiaozhong
Mr. Zhu Minghui
Mr. William K Villalon

Non-executive Directors:

Mr. Lu Guoji
Ms. Vanessa Lau Man Yee
Mr. Li Ming
Mr. Wu Xiaohua
Mr. Zhou Zhengli
Mr. Danny Goh Yan Nan

Independent Non-executive Directors:

Mr. Peng Qifa
Mr. Chong Teck Sin
Mr. Poon Chiu Kwok