

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.

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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: 01292)

**PROPOSED RE-ELECTION AND APPOINTMENT OF
DIRECTORS AND SHAREHOLDER REPRESENTATIVE
SUPERVISORS**

A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 26 September 2014 is set out in pages 3 to 17 of this circular.

The notice convening the EGM of Changan Minsheng APLL Logistics Co., Ltd. to be held at 10:00 a.m. on 14 November 2014 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC is set out on pages 18 to 21 of this circular.

Proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM 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.

** For identification purpose only*

26 September 2014

CONTENTS

	<i>Pages</i>
DEFINITIONS	2
LETTER FROM THE BOARD	3
A. Introduction.....	3
B. Proposed Re-election and Appointment of Directors and Shareholder Representative Supervisors.....	4
C. 2014 First EGM	16
D. Closure of Register of Members	17
E. Recommendations.....	17
F. Responsibility Statement	17
NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING.....	18

DEFINITIONS

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

“APLL”	APL Logistics Ltd.
“Board”	the board of directors of the Company
“Changan Industry Company”	Chongqing Changan Industry (Group) Co., Ltd., a limited liability company established in China on 28 October 1996, formerly known as Changan Automobile Company (Group) Limited (長安汽車(集團) 有限責任公司)
“China” or “PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“Company”	Changan Minsheng APLL Logistics Co., Ltd. (重慶長安民生物流股份有限公司)
“Director”	directors of the Company
“EGM” or “2014 First EGM”	the first extraordinary general meeting for 2014 to be held by the Company at 10:00 a.m. on 14 November 2014 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC to consider, inter alia, the proposals regarding the appointment and re-appointment of the members of each of the fourth session of the board of directors and of the supervisory committee of the Company
“Group”	the Company and its subsidiaries from time to time
“Listing Rules”	the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited
“Minsheng Industrial”	Minsheng Industrial (Group) Co., Ltd. (民生實業(集團) 有限公司), a substantial shareholder of the Company, holding 15.90% of the total issued share of the Company
“Ming Sung (HK)”	Ming Sung Industrial Co., (HK) Limited which holds 3.98% of the total issued share of the Company and is an affiliated company of Minsheng Industrial
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	shareholders of the Company
“Shares”	ordinary shares of the Company, with a par value of RMB1.00 each
“Stock Exchange” or “Exchange”	the Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company



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: 01292)

Executive directors:

Zhu Minghui
Lu Xiaozhong
William K Villalon
Wang Yang

Non-executive directors:

Lu Guoji
Wu Xiaohua
Danny Goh Yan Nan
Wang Lin

Independent non-executive directors:

Peng Qifa
Chong Teck Sin
Poon Chiu Kwok
Jie Jing
Zhang Yun
Goh Chan Peng

Registered Office:

Liangjing Village
Yuanyang Town
Yubei District
Chongqing
The PRC

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

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

** For identification purpose only*

26 September 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND
SHAREHOLDER REPRESENTATIVE SUPERVISORS**

A. INTRODUCTION

Reference is made to the announcements published by the Company on 26 September 2014.

LETTER FROM THE BOARD

The purpose of this circular is to set out, amongst other things, the information of the appointment and reappointment of the members of each of the fourth session of the Board and of the Supervisory Committee of the Company in order to allow you to make an informed decision on voting in respect of the ordinary resolutions regarding the proposed re-election and appointment of directors and shareholder representative supervisors to be proposed at the EGM.

B. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS

Reference is made to an announcement of the Company published on 26 September 2014.

Pursuant to the Articles of Association of the Company, the third session of the Board and the Supervisory Committee will expire and is subject to re-election. The Company was informed that, among the Directors of the third session of the Board, Mr. Lu Guoji, Mr. Peng Qifa and Mr. Goh Chan Peng will retire and will not stand for re-election as Directors of the fourth session of the Board. The other 11 Directors of the third session of the Board have confirmed that they will offer themselves for re-election at the 2014 First EGM.

Mr. Chong Teck Sin has served as the independent non-executive Director of the Company for more than 9 years since 21 July 2005. However, according to the requirements under Rule 3.13 of the Listing Rules, the nomination committee of the Company and the Board consider that Mr. Chong Teck Sin satisfies the independence requirement and meets with relevant qualification criteria.

To the best of the Directors' knowledge, information and belief, there are no disagreements among the Directors regarding the retirement of Mr. Lu Guoji, Mr. Peng Qifa and Mr. Goh Chan Peng as Directors, and there are no matters that need to be brought to the attention of the Shareholders.

The term of the third session of the Supervisory Committee of the Company will expire. Ms. Zhu Ying and Ms. Zhang Tianming have confirmed that they will offer themselves for re-election at the 2014 First EGM. In addition, the Board has proposed to appoint Mr. Steven Ho Kok Keong as a shareholder representative Supervisor of the fourth session to constitute the Supervisory Committee.

The employee representative Supervisors of the Company of the fourth session of the Supervisory Committee will be elected by the Company's employee representatives in democratic way upon the expiry of the third session of the Supervisory Committee, and the Company will publish a relevant announcement at the date of the election.

The biographical details of the candidates of the new session of the Board and the Supervisory Committee are set out below:

Candidates for Executive Directors

Mr. Zhu Minghui

Mr. Zhu Minghui (朱明輝), aged 48, is the chairman, an executive Director, the chairman

LETTER FROM THE BOARD

of nomination committee and the member of remuneration committee of the third session of the Board and the Compliance Officer and the Authorized Representative of the Company. He holds a postgraduate diploma, senior engineer and joined the Company in 2011. Graduated from Beijing Institute of Technology in 1987, Mr. Zhu was assigned to former Changan Automobile (Group) Company Liability Limited, worked as technical in workshop, technical team leader, director of the office of Manufacturing Department, deputy director and director of workshop, deputy GM of First Plant, etc. From the year 2000, Mr. Zhu was assigned to work in the headquarter of former Changan Automobile (Group) Company Limited, served as deputy minister of Specialty Products Department, minister of International Trade Department, minister of Manufacturing and Operation Department, minister of Operation and Management Department and minister of Human Resources Department. From March 2009 to February 2010, Mr. Zhu was assigned and appointed to be the Chinese GM and branch Party secretary of Changan Visteon Engine Control System Co., Ltd., and made a profit instead of suffering a loss in just one year. From March 2010 to June 2011, Mr. Zhu served as general manager of Changan Real Estate Development Company and general manager of Changan Construction Engineering Co., Ltd. Mr. Zhu was appointed as the general manager of the Company from 7 June 2011 to 6 September 2013. Mr. Zhu has engaged for a long period in manufacturing and operation management and leading in the key position of large enterprise and general manager position of several independent legal entities. Mr. Zhu has rich theoretical knowledge and working experiences in enterprise operation management and leading, human resources development and management, production manufacturing, components supply chain management and marketing, etc. Mr. Zhu is currently the deputy general manager of Changan Industrial Company.

Save as disclosed above, Mr. Zhu has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Zhu 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 Securities and Futures Ordinance.

If Mr. Zhu is re-elected as the executive Director at the 2014 First EGM, the Company will enter into a service agreement with Mr. Zhu in relation to his appointment. Mr. Zhu 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Zhu's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Zhu is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Lu Xiaozhong

Mr. Lu Xiaozhong (盧曉鐘), aged 66, is an executive Director of the third session of the Board and the Authorized Representative of the Company. He graduated from Chongqing

LETTER FROM THE BOARD

Normal University with a bachelor's degree in science, and joined the Company in 2001. Mr. Lu was the Company's general manager from October 2001 to February 2004. Mr. Lu was a member of the Standing Committee of the 11th CPPCC National Committee, deputy director of 3rd Chongqing People's Congress Standing Committee, a member of the Central Committee of China National Democratic Construction Association (CNDCA), the chairperson of CNDCA Chongqing, deputy chairman of Chongqing General Chamber of Commerce (industrial and commercial association), deputy director of Chongqing Foreign Trade & Economic Relations Commission. Mr. Lu also served as managing deputy president of Minsheng Industrial and general manager of former Minsheng Shipping Company Limited. Mr. Lu is now the president of Minsheng Industrial; chairman of Minsheng Shipping Co., Ltd., and director & general manager of Ming Sung (HK). Mr. Lu won the prizes of "Model of Great Contribution for Developing Chongqing" in 2006 and "Construction Toast in the 10th Anniversary of Chongqing under Direct Jurisdiction of Central Government" in 2007.

Save as disclosed above, Mr. Lu has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Lu 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 Securities and Futures Ordinance.

If Mr. Lu is re-elected as the executive Director at the 2014 First EGM, the Company will enter into a service agreement with Mr. Lu in relation to his appointment. Mr. Lu 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Lu's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Lu is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. William K Villalon

Mr. William K Villalon, aged 65, is an executive Director and the member of remuneration committee of the third session of the Board of the Company. He graduated from University of California, Berkeley in 1979, holding a MBA in Finance; and was graduated from Washington University, St. Louis in 1972, holding a BA in Political Science. Mr. William K Villalon joined the Company in 2010. He has served for American President Lines/Logistics from 1984 to the present, now is the Vice President of Land Transportation Services / Global Automotive Logistics. Mr. William K Villalon had served different positions for American President Lines/Logistics, mainly including Vice President of Americas' Logistics, Vice President of American Consolidation Services, Vice President of Global Marketing, Vice President of Southeast Asia, Vice President of Stacktrain

LETTER FROM THE BOARD

Service and Director of Stacktrain Marketing. Mr. William K Villalon served as General Manager, Intermodal of Southern Pacific Railroad (subsequently merged into UNION PACIFIC RAILROAD) before 1984.

Save as disclosed above, Mr. William K Villalon has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. William K Villalon 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 Securities and Futures Ordinance.

If Mr. William K Villalon is re-elected as the executive Director at the 2014 First EGM, the Company will enter into a service agreement with Mr. William K Villalon in relation to his appointment. Mr. William K Villalon 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. William K Villalon's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. William K Villalon is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Wang Yang

Mr. Wang Yang (汪洋), aged 43, is an executive Director of the third session of the Board and the general manager of the Company, the chairman of Nanjing CMSC Logistics Co., Ltd. and Chongqing Terui Transportation Service Co., Ltd.. He is a senior engineer with master's degree in engineer and joined the Company in 2013. Graduated from China Jiliang University in August 1991, Mr. Wang was assigned to former Changan Automobile (Group) Company Liability Limited. Mr. Wang worked as deputy head of Jiliang Department, manager of distribution center, deputy head and head of Technology Department, deputy general engineer of the plant, deputy plant manager etc. from 1996, and during such period, Mr. Wang led to develop a large number of components and parts of Automobile and its engines, and organized to build the Heilongjiang Distribution Center of Chongqing Changan Automobile Co., Ltd. Since 2006, Mr. Wang was transferred to the Headquarters of former Changan Automobile (Group) Company Liability Limited and served as vice minister of Produce and Manufacture Department, vice minister and minister of Quality Management Department. In April 2011, Mr. Wang was assigned to set up Yubei Auto Components and Parts Company and served as general manager and Party Branch Secretary. From July 2012 to July 2013, Mr. Wang served as general manager of Auto Components and Parts Company formed by integrating the related industries of headquarters of Changan Industrial Company. Mr. Wang has engaged for a long period in manufacturing and operation management and leading in the key position of large enterprise. Mr. Wang has rich theoretical knowledge and working experience in enterprise

LETTER FROM THE BOARD

operation management, marketing, technology research and development, lean manufacturing, quality management and control, supply chain management and service guarantee etc.

Save as disclosed above, Mr. Wang has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Wang 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 Securities and Futures Ordinance.

If Mr. Wang is re-elected as the executive Director at the 2014 First EGM, the Company will enter into a service agreement with Mr. Wang in relation to his appointment. Mr. Wang 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Wang's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Wang is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Candidates for Non-executive Directors

Mr. Wu Xiaohua

Mr. Wu Xiaohua (吳小華), aged 59, is a non-executive Director of the third session of the Board of the Company. He joined the Company in 2001. Mr. Wu graduated from the Sichuan Cadre Institute in 1988, majoring in Financial Accounting. From 1976 to 1989, he was the accountant, deputy head of the finance department of Chuanjiang Shipping Factory of Changjiang Marine Transportation Company. Mr. Wu had taken up the posts as the department head in Planning and Finance and Accounting Department, the general accountant and the director of Minsheng Industrial from 1989 to November 2009. Mr. Wu now serves as the director, deputy general manager and chief financial officer of Minsheng Shipping Co., Ltd.

Save as disclosed above, Mr. Wu has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Wu 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 Securities and Futures Ordinance.

If Mr. Wu is re-elected as the non-executive Director at the 2014 First EGM, the Company will enter into a service agreement with Mr. Wu in relation to his appointment. Mr. Wu will

LETTER FROM THE BOARD

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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Wu's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Wu is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Danny Goh Yan Nan

Mr. Danny Goh Yan Nan, aged 55, is a non-executive Director of the third session of the Board of the Company. He graduated from University of Oregon, USA in 1986, holding a Bachelor of Science, Finance. Mr. Danny Goh Yan Nan joined the Company in 2010 and is currently serving as Chief Operations Officer in APLL. He has served as Vice President of North Asia Region of APLL since 2010. He had been served different positions for APLL, mainly including Vice President / Managing Director in Japan, Vice President of International Services and Global Operations, Vice President / Managing Director of Asia-Middle East Region, General Manager of South East and West Asia Region of American Consolidation Services and Regional Operations Manager of South East and West Asia Region of American Consolidation Services.

Save as disclosed above, Mr. Danny Goh Yan Nan has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Danny Goh Yan Nan 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 Securities and Futures Ordinance.

If Mr. Danny Goh Yan Nan is re-elected as the non-executive Director at the 2014 First EGM, the Company will enter into a service agreement with Mr. Danny Goh Yan Nan in relation to his appointment. Mr. Danny Goh Yan Nan 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Danny Goh Yan Nan's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Danny Goh Yan Nan is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Wang Lin

Mr. Wang Lin (王琳), aged 45, is a non-executive Director of the third session of the Board of the Company. He holds a Bachelor's Degree. Mr. Wang joined the Company in 2014. Graduated from East China Institute of Technology in July 1991, Mr. Wang was assigned to former Changan Automobile (Group) Company Liability Limited and worked as Deputy head of one Research Institute under the Precision Machine Factory, Yinchuan Area Manager in the Sales Company, Chief Engineer of the Precision Machine Factory, Deputy Chief Engineer of the Machine Manufacturing Company and Deputy head of Operating Management Department under the Machine Manufacturing Company of Changan Automobile (Group) Company Liability Limited. Mr. Wang also served as Deputy head of Producing and Manufacturing Department, Deputy Director of the Office and Party Branch Secretary and head of Management Information Department and Party Branch Secretary of Changan Industry Company. Mr. Wang currently serves as Board Secretary, head of Development & Planning Department and Party Branch Secretary in Changan Industry Company. Mr. Wang has rich working experience in development planning, technology research and development, producing and manufacturing, corporate governance, etc..

Save as disclosed above, Mr. Wang Lin has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Wang Lin 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 Securities and Futures Ordinance.

If Mr. Wang Lin is re-elected as the non-executive Director at the 2014 First EGM, the Company will enter into a service agreement with Mr. Wang Lin in relation to his appointment. Mr. Wang Lin 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Wang's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Wang Lin is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Candidates for Independent Non-executive Directors

Mr. Chong Teck Sin

Mr. Chong Teck Sin (張鐵沁), aged 59, is an independent non-executive Director, the member of audit committee, the member of nomination committee and the member of remuneration committee of the third session of the Board of the Company. He joined the

LETTER FROM THE BOARD

Company as an independent non-executive Director in 2005. Mr. Chong was the group managing director (commercial) of Seksun Corporation Limited (“Seksun”), which was listed on Singapore Stock Exchanges, until May 2004. Prior to his appointment at Seksun, he was the strategic development director for China of Glaxo Wellcome Asia Pacific Pte Ltd. and before that, the senior general manager of China-Singapore Suzhou Industrial Park Development Co., Ltd., the Singapore Suzhou Industrial Park developer. He was within the Singapore Economic Development Board from 1986 to 1989. From April 2004 to March 2010, Mr. Chong sat on the Board of the Accounting and Corporate Regulatory Authority (ACRA) of Singapore. He was also the independent non-executive director of British-American Tobacco (Singapore) Pte Ltd. In addition, Mr. Chong was also the independent non-executive director of the following-mentioned companies which were listed on Singapore Stock Exchanges (“SGX”): Wanxiang International Pte Ltd., Sihuan Pharmaceutical Holdings Group Ltd. Mr. Chong had also served as an independent director of Singapore’s SGX-listed JES International until his resignation on 1 July 2011; Mr. Chong also served as an independent director of Singapore’s SGX-listed Beyonics Technology Ltd and had resigned with effective from 15 February 2012; Mr. Chong also served as an independent director of ASX listed Blackgold International Holdings Limited and had resigned with effective from 5 February 2013. Since November 2008 to July 2010, Mr. Chong was also the board member of Singapore’s largest charitable organization called National Kidney Foundation Singapore. Mr. Chong was appointed on 18 April, 2011 as a board director of AVIC International Investments Limited of Singapore, a member company of China Aviation Industry Corporation (中國航空工業集團公司). Currently Mr. Chong is also a director (Audit & Risk Committee Chair) and the trustee manager at Accordia Golf Trust Management Pte Ltd. (listed on SGX). He obtained a bachelor of engineering degree from the University of Tokyo in 1981, and subsequently obtained a Master of Business Administration degree from the National University of Singapore.

Save as disclosed above, Mr. Chong has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Chong 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 Securities and Futures Ordinance.

If Mr. Chong is re-elected as the independent non-executive Director at the 2014 First EGM, the Company will enter into a service agreement with Mr. Chong in relation to his appointment. Mr. Chong 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Chong’s term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Chong is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Poon Chiu Kwok

Mr. Poon Chiu Kwok (潘昭國), aged 52, is an independent non-executive Director, the member of audit committee, the member of nomination committee and the member of remuneration committee of the third session of the Board of the Company. He obtained a master's degree in international accounting, a post-graduate diploma in laws, a bachelor's degree in laws and a bachelor's degree in business studies. He has been fellow member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. He is also a member and Associate Instructor of Hong Kong Securities and Investment Institute. Mr. Poon now serves as an executive director, vice president and company secretary of Huabao International Holdings Limited which is a listed company in Hong Kong (Stock Code: 00336), an independent non-executive director and as a member of the audit committee of Guangzhou Shipyard International Company Limited (Stock Code: 00317) (both listed in Hong Kong and Shanghai), Ningbo Port Company Limited (a listed company in Shanghai), Yuanda China Holdings Limited which is a listed company in Hong Kong (Stock Code: 02789), Sunac China Holdings Limited (a company listed in Hong Kong) (Stock Code: 01918) and Tonly Electronics Holdings Limited which is a company listed in Hong Kong (Stock Code: 01249). Mr. Poon also served as an independent non-executive director of China Tianrui Group Cement Company Limited and Tsingtao Brewery Company Limited which are listed companies in Hong Kong and retired upon expiry of term in December 2012 and June 2011, respectively.

Save as disclosed above, Mr. Poon has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Poon 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 Securities and Futures Ordinance.

If Mr. Poon is re-elected as the independent non-executive Director at the 2014 First EGM, the Company will enter into a service agreement with Mr. Poon in relation to his appointment. Mr. Poon 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Poon's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Poon is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Jie Jing

Mr. Jie Jing (揭京), aged 46, is an independent non-executive Director of the third session of the Board of the Company. He obtained a Bachelor of Engineering degree from Wuhan

LETTER FROM THE BOARD

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 currently 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 member 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 has rich experience in supply chain management, logistics system optimization and corporate governance, etc.

Save as disclosed above, Mr. Jie has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Jie 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 Securities and Futures Ordinance.

If Mr. Jie is re-elected as the independent non-executive Director at the 2014 First EGM, the Company will enter into a service agreement with Mr. Jie in relation to his appointment. Mr. Jie 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Jie's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Jie is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Zhang Yun

Ms. Zhang Yun (張運), aged 48, is an independent non-executive Director of the third session of the Board of the Company, she 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 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,

LETTER FROM THE BOARD

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 has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Ms. Zhang 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 Securities and Futures Ordinance.

If Ms. Zhang is re-elected as the independent non-executive Director at the 2014 First EGM, the Company will enter into a service agreement with Ms. Zhang in relation to his appointment. Ms. Zhang 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Ms. Zhang’s term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Ms. Zhang is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Candidates for Shareholder Representative Supervisors

Ms. Zhu Ying

Ms. Zhu Ying (朱英), aged 48, is a shareholder representative supervisor and chairman of the third session of the Supervisory Committee of the Company. She graduated from Chongqing University of Technology, majored in finance and accounting. Ms. Zhu is the holder of the certificate of Certified Tax Planner and International Finance and Accounting Certificate. Entered into former Changan Automobile (Group) Company Liability Limited, Ms. Zhu served as finance deputy manager of its subsidiary, deputy director of budget managing department and director of financing accounting department under finance ministry. She also served as director of accounting department and deputy minister of finance ministry of Changan Industry Company. Ms. Zhu now serves as minister of finance ministry of Changan Industry Company. Ms. Zhu has rich experience in financial management, accounting auditing and financial budget.

Save as disclosed above, Ms. Zhu has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Ms. Zhu 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

LETTER FROM THE BOARD

Shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

If Ms. Zhu is re-elected as the shareholder representative supervisor at the 2014 First EGM, the Company will enter into a service agreement with Ms. Zhu in relation to his appointment. Ms. Zhu 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Ms. Zhu's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Supervisory Committee.

Save as disclosed above, Ms. Zhu is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Steven Ho Kok Keong

Mr. Steven Ho Kok Keong (何國強), aged 46, the candidate of shareholder representative for the fourth session of the Supervisory Committee. Mr. Ho is a MBA Finance graduate of University of Leeds (UK). Mr. Ho was appointed Corporate Finance Director (APLL), Singapore since September 2006. In this role, his primary accountabilities include: consolidating group accounts, reengineered the group's financial system, reviewing and developing product costing structures, group strategy, controlling the cash-flow movement and working capital requirements, drive the group's budget and forecast processes, credit control policy, operational risk, risk-control, information system implementation, due diligence analysis and overseeing the departments staffing and recruitment activities. Prior to joining APLL, he was working for TNT International Express (part of TPG group, headquarter in Amsterdam) from 1994-2006 as the Regional Financial Controller with coverage spanning across Asia Pacific to Middle East regions. During his decade long stay in TNT, he was responsible for financial performance reporting, planning, forecasting and budgeting. Particularly, he was part of the core team that involved in the joint-venture deal with Sino-Trans and was seconded to Beijing to facilitate the investment negotiation and administrate the back-office setup. Mr. Ho is now based in Singapore.

Save as disclosed above, Mr. Ho has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Ho 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 Securities and Futures Ordinance.

If Mr. Ho is elected as the shareholder representative supervisor at the 2014 First EGM, the Company will enter into a service agreement with Mr. Ho in relation to his appointment. Mr. Ho 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 the approval by the

LETTER FROM THE BOARD

Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Ho's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Supervisory Committee.

Save as disclosed above, Mr. Ho is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Zhang Tianming

Ms. Zhang Tianming (張天明), aged 59, is a shareholder representative supervisor of the third session of the Supervisory Committee of the Company. She graduated from Chongqing Social University. She is the economist and the assistant accountant. Ms. Zhang had served as staff in former Minsheng Shipping Company Limited; manager assistant and deputy manager of comprehensive secretary department in Minsheng Industrial; deputy minister, minister of comprehensive ministry and director of secretary department in Minsheng Industrial. Ms. Zhang now serves as the director of comprehensive financial department of Minsheng Industrial.

Save as disclosed above, Ms. Zhang has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Ms. Zhang 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 Securities and Futures Ordinance.

If Ms. Zhang is re-elected as the shareholder representative supervisor at the 2014 First EGM, the Company will enter into a service agreement with Ms. Zhang in relation to his appointment. Ms. Zhang 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 the approval by the Shareholders at the EGM. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Ms. Zhang's term of service will commence from the date on which approval is obtained from the 2014 First EGM until the expiry of the term of the fourth session of the Supervisory Committee.

Save as disclosed above, Ms. Zhang is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

C. 2014 FIRST EGM

The Company will convene the 2014 First EGM at 10:00 a.m. on 14 November 2014 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, to consider, inter alia, the proposals regarding the appointment and reappointment of the members of each of the fourth session of the Board and of the Supervisory Committee of the Company. Whether or not you are able to attend the meeting, you are requested to complete and

LETTER FROM THE BOARD

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 2014 First EGM or at any adjourned meetings should you wish.

All votes of resolutions at the 2014 First EGM will be taken by poll pursuant to the Listing Rules.

D. CLOSURE OF REGISTER OF MEMBERS

In order to determine the shareholders of H Shares who will be entitled to attend the 2014 First EGM, the Company will suspend registration of transfer of shares from 15 October 2014 to 14 November 2014, both days inclusive.

In order to qualify to attend the 2014 First EGM and to vote, shareholders of H Shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates with the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 14 October 2014. Holders of H Shares whose names are recorded in the register of members of the Company on 14 November 2014 are entitled to attend and vote at the 2014 First EGM.

E. RECOMMENDATIONS

The Board is of the view that the proposals regarding the proposed re-election and appointment of directors and shareholder representative supervisors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders vote in favor of the resolutions to be proposed at the 2014 First EGM.

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 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
Chairman



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: 01292)

NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2014 first 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 14 November 2014, to consider and approve (if thinks fit) the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the re-appointment of the members of the fourth session of the board of directors of the Company (for biographies of candidates for directorship, please refer to note 9 to this notice).
 - 1.1 To consider and approve the re-appointment of Mr. Zhu Minghui as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. Zhu Minghui 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;
 - 1.2 To consider and approve the re-appointment of Mr. Lu Xiaozhong as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. Lu Xiaozhong 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;
 - 1.3 To consider and approve the re-appointment of Mr. William K Villalon as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. William K Villalon 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;
 - 1.4 To consider and approve the re-appointment of Mr. Wang Yang as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. Wang Yang on and subject to such terms and

NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING

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;

- 1.5 To consider and approve the re-appointment of Mr. Wu Xiaohua as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract 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;
- 1.6 To consider and approve the re-appointment of Mr. Danny Goh Yan Nan as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. Danny Goh Yan Nan 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;
- 1.7 To consider and approve the re-appointment of Mr. Wang Lin as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. Wang Lin 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;
- 1.8 To consider and approve the re-appointment of Mr. Chong Teck Sin as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. Chong Teck Sin 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;
- 1.9 To consider and approve the re-appointment of Mr. Poon Chiu Kwok as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. Poon Chiu Kwok 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;
- 1.10 To consider and approve the re-appointment of Mr. Jie Jing as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract 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;
- 1.11 To consider and approve the re-appointment of Ms. Zhang Yun as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the

NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING

remuneration and to enter into the service contract 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.

2. To consider and approve the appointment or re-appointment of the shareholder representative supervisors of the fourth session of the supervisory committee of the Company (for biographies of candidates for shareholder representative supervisors, please refer to note 9 to this notice).
 - 2.1 To consider and approve the re-appointment of Ms. Zhu Ying as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the supervisory committee of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Ms. Zhu Ying 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;
 - 2.2 To consider and approve the appointment of Mr. Steven Ho Kok Keong as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the supervisory committee of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. Steven Ho Kok Keong 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.
 - 2.3 To consider and approve the re-appointment of Ms. Zhang Tianming as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the supervisory committee of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Ms. Zhang Tianming 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 authorize the board of directors of the Company to fix the remuneration and to enter into service contracts with the two employees representative supervisors (for a term commencing from the conclusion of the EGM until the expiry of the term of the fourth session of the supervisory committee of the Company) 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
Changan Minsheng APLL Logistics Co., Ltd.
Zhu Minghui
Chairman

Chongqing, the PRC
26 September 2014

NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

- (1) In order to determine the Shareholders who are entitled to attend and vote at the EGM, the Company's register will be closed from 15 October 2014 to 14 November 2014 (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, Wanchai, Hong Kong not later than 4:30 p.m. on 14 October 2014.
- (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, Wanchai, 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 25 October 2014. 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) in writing to attend and vote on his behalf. 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 EGM.
- (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) For details, please refer to the announcement and circular of the Company dated 26 September 2014.

As at the date of this notice, the board of directors of the Company comprises: (1) Mr. Zhu Minghui, Mr. Lu Xiaozhong, Mr. William K Villalon and Mr. Wang Yang as the executive directors; (2) Mr. Lu Guoji, Mr. Wu Xiaohua, Mr. Danny Goh Yan Nan and Mr. Wang Lin as the non-executive directors; (3) Mr. Peng Qifa, Mr. Chong Teck Sin, Mr. Poon Chiu Kwok, Mr. Jie Jing, Ms. Zhang Yun and Mr. Goh Chan Peng as the independent non-executive directors.

** For identification purpose only*