



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)

FORM OF PROXY

Form of proxy for use by shareholders at the 2014 first extraordinary general meeting (“Meeting” or “EGM”) of Changan Minsheng APLL Logistics Co., Ltd. (the “Company”) to be held at the Conference Room, No. 561 Hongjin Road, Yubei District, Chongqing, the People’s Republic of China on 14 November 2014 at 10:00 a.m. and at any adjournment thereof.

I/We (Note 2) _____
Of _____
being the registered holder(s) of _____ (Note 3) share(s) of RMB1.00 each in the capital of the Company hereby appoint _____
of _____

or the chairman of the Meeting to act as my/our proxies (Note 4) to attend, act and vote on my/our behalf at the Meeting of the Company to be held at the Conference Room, No. 561, Hongjin Road, Yubei District, Chongqing, the People’s Republic of China on 14 November 2014 at 10:00 a.m. and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) for the purposes of considering and, if thought fit, to vote on my/our behalf and in my/our name(s) in respect of the resolutions set out in the Notice of the Meeting as directed below:

ORDINARY RESOLUTIONS	FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>
1. To consider and approve the re-appointment of the members of the fourth session of the board of directors of the Company.		
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;		

<p>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;</p>		
<p>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 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;</p>		
<p>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;</p>		
<p>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;</p>		
<p>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;</p>		
<p>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;</p>		
<p>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;</p>		

<p>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;</p>		
<p>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 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.</p>		
<p>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.</p>		
<p>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;</p>		
<p>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;</p>		
<p>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.</p>		
<p>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.</p>		

Dated the _____ day of _____ 2014,

Shareholders signature: _____ (Note 6)

Notes:

1. For details of the proposed resolutions and the meanings of the defined terms, please refer to the Notice of the 2014 First Extraordinary General Meeting dated 26 September 2014 issued by the Company.

2. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
3. Please insert the number of share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
4. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. If any proxy other than the chairman of the Meeting is preferred, please delete the words “or the chairman of the Meeting” and insert the full name(s) and address(es) of the proxy/proxies desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person in order to represent you.
- 5. IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK (“ ✓”) IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“ ✓”) IN THE RELEVANT BOX MARKED “AGAINST”.** If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick (“ ✓”) in the relevant box. A shareholder (including his proxy/proxies) entitled to two or more votes need not cast all his votes in the same way. Failure to tick (“ ✓”) or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution (or amendment thereto) properly put to the Meeting other than those set out in the notice convening the Meeting.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of shareholders in respect of the joint holding. Only one of the joint holders needs to sign.
7. The form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
8. To be valid, this form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited at the offices of the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (in respect of H Shares) or the office of the board of directors of the Company at No.561, Hongjin Road, Yubei District, Chongqing, the PRC (postal Code 401121) (in respect of domestic shares, including non-H foreign shares) not later than 24 hours before the time appointed for holding the Meeting or any adjourned thereof.
9. Any alteration made to this form of proxy must be initialed by the person who signs it.
10. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

** For identification purpose only*