



## 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)**

### **REVISED PROXY FORM**

**Revised Proxy Form is for use by shareholders at the 2015 annual general meeting (“Meeting” or “AGM”) of Changan Minsheng APLL Logistics Co., Ltd. (the “Company”).**

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 30 June 2016 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, voting on my/our behalf and in my/our name(s) in respect of the resolutions set out in the supplemental notice of the Meeting as directed below:

| <b>ORDINARY RESOLUTIONS</b>   | <b>FOR</b><br><i>(Note 5)</i> | <b>AGAINST</b><br><i>(Note 5)</i> |
|---|-------------------------------|-----------------------------------|
| 1. To consider and approve the Report of the Board of Directors for the year ended 31 December 2015   |                               |                                   |
| 2. To consider and approve the Report of the Supervisory Committee for the year ended 31 December 2015  |                               |                                   |
| 3. To consider and approve the audited consolidated accounts and the Report of the Auditors for the year ended 31 December 2015   |                               |                                   |
| 4. To consider and approve the Financial Report for the year ended 31 December 2015   |                               |                                   |
| 5. To consider and approve the declaration of a final dividend of RMB 0 per share of the Company for the year ended 31 December 2015  |                               |                                   |
| 6. To consider and approve the Fixed Assets Investment Plan for 2016 and authorize the board of directors of the Company to adjust such annual plans according to the actual situations |                               |                                   |

|   |  |  |
|---|--|--|
| 7. To consider and approve the re-appointment of Ernst & Young as the 2016 international auditor of the Company for a term to expire by the next annual general meeting of the Company, and to authorize the board of directors of the Company to determine its remuneration; and the re-appointment of Ernst & Young Hua Ming LLP as the 2016 PRC auditor of the Company for a term to expire by the next annual general meeting, and to authorize the board of directors of the Company to determine its remuneration   |  |  |
| 8. To consider and approve the election of Mr. Xie Shikang as an executive director of the Company for a term commencing from the conclusion of the AGM 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. Xie Shikang 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   |  |  |
| 9. To consider and approve the election of Mr. Shi Jinggang as an executive director of the Company for a term commencing from the conclusion of the AGM 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. Shi Jinggang 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 |  |  |
| <b>SPECIAL RESOLUTION</b>   |  |  |
| 10. To consider and approve the amendment of the Articles of Association of the Company   |  |  |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2016,

Shareholders signature: \_\_\_\_\_ (Note 6)

**Notes:**

1. For details of the proposed resolutions, please refer to the Supplemental Notice of 2015 Annual General Meeting (the “**Supplemental Notice**”) dated 14 June 2016 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 Supplemental 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. **ATTENTION:** If the shareholder(s) of the Company have/has not yet lodged the original proxy form for the 2015 AGM Meeting (issued by the Company along with, among other things, the notice of the 2015 AGM on 13 May 2016) (the “**First Proxy Form**” or “**Original Proxy Form**”) with the Company or the Company’s H Share Registrar, shareholders are requested to lodge only this Proxy Form (the “**Revised Proxy Form**” or “**Proxy Form**”), and if the Original Proxy Form has already been lodged, then please note that:

- (i) The Revised Proxy Form lodged with the Company’s H Share Registrar by the shareholder not less than 24 hours before the time appointed for the holding of the Meeting will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
- (ii) If no Revised Proxy Form is lodged with the Company’s H Share Registrar by the shareholder, the lodged Original Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The authorized proxy of the shareholder holding the Original Proxy Form will be entitled to vote at his/her discretion on resolutions 8, 9 and 10 which were not set out in the Original Proxy Form.

8. The Revised Proxy Form must be signed by you or your attorney duly authorized in writing, or in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorized.

9. To be valid, this Revised Proxy Form together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially 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, Wanchai, 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.

10. Any alteration made to this Revised Proxy Form must be initialed by the person who signs it.

11. Completion and return of this Revised Proxy Form 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 Proxy Form, this Proxy Form will be deemed to have been revoked.

*\* For identification purpose only*