
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 accompanying 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 Exchange 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 of Changan Minsheng APLL Logistics Co., Ltd., having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



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: 8217)

**(I) PROPOSED TRANSFER OF LISTING FROM
THE GROWTH ENTERPRISE MARKET
TO THE MAIN BOARD; AND
(II) PROPOSED AMENDMENTS TO THE ARTICLES
OF ASSOCIATION**

A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 1 February 2010 is set out in pages 5 to 11 of this circular.

The notices convening the EGM and the Class Meetings for the holders of the H Shares and Domestic Shares (to be held in sequence at 10:00 a.m. on 19 March 2010) of Changan Minsheng APLL Logistics Co., Ltd. to be held at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC are set out on pages 27 to 38 of this circular.

Proxy forms for use at the EGM and the Class Meetings are enclosed with this circular. Whether or not you intend to attend the EGM and the Class Meetings, you are requested to complete the accompanying proxy forms 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), 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 forms will not prevent 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

1 February 2010

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:

"Articles Amendments"	the amendments proposed to be made to the Articles of Association to comply with the relevant requirements of the Main Board Listing Rules and the applicable laws, rules and regulations in the PRC and Hong Kong for the Transfer of Listing, which will become effective after the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board in compliance with the requirements of the Main Board Listing Rules in replacement of the GEM Listing Rules. Details of the Articles Amendments are set out in Appendix II to this circular headed "Details of Proposed Articles Amendments"
"Articles of Association"	the articles of association of the Company, as may be amended from time to time
"Board"	the board of Directors
"China" or "PRC"	The People's Republic of China which, for the purpose of this circular (unless otherwise indicated), excludes Hong Kong, Macau Special Administrative Region and Taiwan
"Class Meetings(s)"	collectively, the Domestic Share Class Meeting and the H Share Class Meeting
"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 under the laws of the PRC
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會), the regulatory body responsible for the supervision and regulation of the PRC national securities market
"Director(s)"	the director(s) of the Company
"Domestic Share Class Meeting"	the 2010 first class meeting of the holders of the Domestic Shares (comprising the Domestic Shares and the unlisted Foreign Shares) of the Company to be convened and held at 10:00 a.m. (or immediately after the conclusion or adjournment of the EGM and the H Share Class Meeting) on 19 March 2010 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC for the purpose to approve, among other things, (i) the making of relevant applications to the CSRC and the Stock Exchange for the Transfer of Listing; (ii) the Articles Amendments; and (iii) the authorization to the Directors to do such acts or things and to take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters

DEFINITIONS

"Domestic Share(s)"	the ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for in RMB, and all of such Shares are not listed on the Stock Exchange. For the avoidance of doubt, domestic shares also comprise the unlisted Foreign Shares
"EGM"	the 2010 first extraordinary general meeting of the Company to be convened and held at 10:00 a.m. on 19 March 2010 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC for the purpose to approve, among other things, (i) the making of relevant applications to the CSRC and the Stock Exchange for the Transfer of Listing; (ii) the Articles Amendments; and (iii) the authorization to the Directors to do such acts or things and to take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters
"Foreign Share(s)"	ordinary Shares with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and credited as fully paid up in foreign currency by non-PRC nationals and/or non-PRC incorporated entities
"GEM"	the Growth Enterprise Market of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on the GEM, as amended from time to time
"Group"	the Company and its subsidiaries from time to time
"H Share Class Meeting"	the 2010 first class meeting of the holders of the H Shares of the Company to be convened and held at 10:00 a.m. (or immediately after the conclusion or adjournment of the EGM) on 19 March 2010 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC for the purpose to approve, among other things, (i) the making of relevant applications to the CSRC and the Stock Exchange for the Transfer of Listing; (ii) the Articles Amendments; and (iii) the authorization to the Directors to do such acts or things and to take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters
"H Shares"	the overseas listed Foreign Shares with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in Hong Kong Dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

"Latest Practicable Date"	26 January 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
"Listing Committee"	the listing sub-committee of the board of directors of the Stock Exchange
"Main Board"	the main board of the Stock Exchange
"Main Board Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Notice"	《關於企業申請境外上市有關問題的通知》(the Notice Regarding Issues Relating to Applications by Enterprises for the Listing of Their Shares Overseas) issued by the CSRC
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, modified and supplemented from time to time
"Share(s)"	the ordinary shares with a nominal value of RMB1.00 each in the share capital of the Company, comprising the Domestic Shares, the unlisted Foreign Shares (that is, the non-H shares) and the H Shares
"Shareholders"	holders of the Shares, including holders of the Domestic Shares (it comprises the Domestic Shares and the unlisted Foreign Shares) and the H Shares, unless specified otherwise
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"Transfer of Listing"	the proposed transfer of listing of the Company's H Shares from the GEM to the Main Board of the Stock Exchange



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: 8217)

Executive directors:

Yin Jiaxu
Cui Xiaomei
Lu Xiaozhong
Shi Chaochun
James H McAdam

Registered Office:

Liangjing Village
Yuanyang Town
Yubei District
Chongqing
The PRC

Non-executive directors:

Lu Guoji
Zhang Lungang
Joseph F Lee
Li Ming
Wu Xiaohua
Lau Man Yee, Vanessa

*Principal place of business
in Hong Kong:*

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

Independent non-executive directors:

Wang Xu
Peng Qifa
Chong Teck Sin

* *For identification purpose only*

1 February 2010

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED TRANSFER OF LISTING FROM
THE GROWTH ENTERPRISE MARKET
TO THE MAIN BOARD; AND
(II) PROPOSED AMENDMENTS TO THE ARTICLES
OF ASSOCIATION**

INTRODUCTION

Reference is made to the announcement published by the Company on 5 January 2010. The Board announced that the Company plans to apply to the CSRC and the Stock Exchange respectively for the Transfer of Listing pursuant to the streamlined transfer of listing procedures under Chapter 9A of the Main Board Listing Rules.

In connection with the Transfer of Listing, the Board has resolved to convene the EGM and the Class Meetings, which are scheduled to be held in sequence from 10:00 a.m. on 19 March 2010 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, and at each of such meetings, special resolutions will be proposed to the Shareholders to consider, and if thought fit, and approve, among other things, (i) the making of relevant applications to the CSRC and the Stock Exchange for the Transfer of Listing; (ii) the Articles Amendments; and (iii) the authorization to the Directors to do such acts or things and to take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters.

The Company would like to emphasize that (i) preparations relating to the Transfer of Listing are at a preliminary stage and a definite timetable for the Transfer of Listing has not yet been finalized; (ii) no application relating thereto have been made to the CSRC and/or the Stock Exchange; and (iii) there is no assurance that the Company will be able to obtain the relevant approvals for the Transfer of Listing from, among others, the CSRC, the Stock Exchange and the Shareholders in the EGM and the Class Meetings. Shareholders should note that the special resolutions to be proposed at the EGM and Class Meetings are for the sole purpose of obtaining approval from the Shareholders to enable the Company to make the proposed application to the CSRC and the Stock Exchange in relation to the Transfer of Listing. Shareholders and potential investors should be aware that the Company may or may not proceed with the Transfer of Listing and are therefore advised to exercise caution when dealing in the H shares.

REASONS FOR THE TRANSFER OF LISTING

The trading of the H Shares of the Company on GEM commenced on 23 February 2006. Since the listing of the H Shares, the Group has experienced rapid growth in its business. The Directors believe that the listing of the H Shares on the Main Board (i) may enhance the profile of the Group and increase the trading liquidity of the H Shares; and (ii) will be beneficial to the future growth, future financing exercises and business development of the Group. The Transfer of Listing will not involve any issue of new Shares by the Company.

Following the Transfer of Listing, no material change in the business activities of the Group is currently being contemplated by the Directors.

REQUIREMENTS UNDER THE PRC REGULATIONS

Under the existing Articles of Association and the relevant PRC laws and regulations, Shareholders' approval is required for the application of Transfer of Listing, the Articles Amendments and the relevant authorization. Subject to the passing of the special resolutions by the Shareholders in each of the EGM and the Class Meetings to approve the application for the Transfer of Listing, the Articles Amendments and the relevant authorization, the Company will make a formal application to the CSRC for the approval of the Transfer of Listing, and at appropriate time, the Company will also make a formal application to the Stock Exchange in relation to the Transfer of Listing.

PROPOSED ARTICLES AMENDMENTS

Reasons of and conditions for the Articles Amendments

In light of the Transfer of Listing and for the purpose of complying with the Main Board Listing Rules and the relevant laws and regulations of the PRC and Hong Kong, special resolutions will be proposed at the EGM and the Class Meetings for the Shareholders to approve the Articles Amendments on a conditional basis. The Articles Amendments will become effective after the completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board in compliance with the requirements of the Main Board Listing Rules in replacement of the GEM Listing Rules. If the Company fails to proceed with the Transfer of Listing, the Articles Amendments will not take effect and the current Articles of Association will continue to be effective.

Proposed Amendments to the Articles of Association

Major amendments to be incorporated in the Articles of Association include:

- (1) the Articles Amendments will become effective after the completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board in compliance with the requirements of the Main Board Listing Rules in replacement of the GEM Listing Rules;
- (2) reference to any provisions of the GEM Listing Rules will be replaced by that to the corresponding provisions of the Main Board Listing Rules as far as possible;
- (3) necessary changes will be made, where appropriate, in order to comply with the requirements of the Appendices 3 and 13D of Main Board Listing Rules;
- (4) changes will be made to allow the Company to send or supply corporate communications to its Shareholders by making them available on the websites of the Company and of the Stock Exchange in compliance with the Main Board Listing Rules; and

- (5) any consequential amendments to the Articles of Association as a result of the Transfer of Listing and/or any other amendments to the Articles of Association as the Directors may consider necessary to comply with the requirements of the Main Board Listing Rules.

Details of the Proposed Articles Amendments are set out in the Appendix II to this circular headed “Details of Proposed Articles Amendments”.

THE EGM AND THE CLASS MEETINGS

Shareholders should note that the approval of (i) the making of relevant applications to the CSRC and the Stock Exchange for the Transfer of Listing; (ii) Transfer of Listing; (iii) the Articles Amendments at the EGM and the Class Meetings is the prerequisite for making an application to the CSRC.

Therefore, for the purpose of enabling the Company to make the CSRC application, the Board intends to convene the EGM and the Class Meetings on 19 March 2010 for the Shareholders to consider and approve, if thought fit, among other things, (i) the making of relevant applications to the CSRC and the Stock Exchange for the Transfer of Listing; (ii) the Articles Amendments; and (iii) the authorization to the Directors to do such acts or things and to take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters.

The notice of EGM is set out on pages 27 to 30 of this circular. A proxy form for use at the EGM to be held at 10:00 a.m. on 19 March 2010 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the accompanying proxy form for use at the EGM in accordance with the instructions printed thereon and return the same to the Company’s H Share 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) as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the EGM or at any adjourned meeting if you so wish.

LETTER FROM THE BOARD

The notices of the Class Meetings for the holders of the H Shares and the Domestic Shares are set out on pages 31 to 38 of this circular. Proxy forms for use at the Class Meetings for the holders of the H Shares and Domestic Shares to be held in sequence at 10:00 a.m. (or immediately after the conclusion or adjournment of the EGM) on 19 March 2010 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC are enclosed. Whether or not you intend to attend the Class Meetings for the holders of the H Shares and, where applicable, the Domestic Shares, you are requested to complete the accompanying proxy form for use at the Class Meeting for the holders of the H Shares (for the holders of the H Shares only) or proxy form for use at the Class Meeting for the holders of the Domestic Shares (for the holders of the Domestic Shares only) in accordance with the instructions printed thereon and return the same to the Company's H Share 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) as soon as possible but in any event not less than 24 hours before the time appointed for holding the Class Meetings for the holders of the H Shares and, where applicable, Domestic Shares or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the Class Meetings for the holders of the H Shares and, where applicable, the Domestic Shares or at any adjourned meeting if you so wish.

Reply slips for each of the EGM and the Class Meetings are also enclosed. You are reminded to complete and sign the relevant reply slips (if you are entitled to attend the relevant meetings) and return the signed slips to the Company's H Share 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) on or before 27 February 2010 in accordance with the instructions printed thereon.

The Transfer of Listing will be subject to the conditions set out in the paragraph headed "Conditions of the Transfer of Listing" below.

Conditions of the Transfer of Listing

The Transfer of Listing is subject to, among other things, the following conditions:

- (1) the fulfillment of all the applicable listing requirements on the Main Board as stipulated in the relevant rules and regulations of the PRC and the Main Board Listing Rules by the Company;
- (2) the passing of special resolutions by the Shareholders at the EGM to approve the application for the Transfer of Listing, the Articles Amendments and the relevant authorization to the Directors to do such acts or things and to take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters;
- (3) the passing of special resolutions by the holders of Domestic Shares and H Shares at the respective Class Meetings to approve the application for the Transfer of Listing, the Articles Amendments and the relevant authorization;

- (4) the granting of the relevant approval by the CSRC in connection with the Transfer of Listing; and
- (5) the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board.

The Company will make further announcements, as and when it deems necessary or appropriate, to keep the Shareholders and potential investors informed on the latest progress of the proposed Transfer of Listing. An announcement as required by the Rule 9A.08 of the Main Board Listing Rules will be published after formal approval for the Transfer of Listing has been received from the Stock Exchange.

WARNING

The Company would like to emphasise that (i) the Transfer of Listing is at a preliminary stage and that the definitive timetable for the Transfer of Listing has not yet been finalised; (ii) no application relating to the Transfer of Listing has been made to the CSRC and/or the Stock Exchange; and (iii) there is no assurance that the Company will be able to obtain the relevant approvals for the Transfer of Listing from, among others, the Stock Exchange, the CSRC and the Shareholders in the EGM and the Class Meetings.

Shareholders and potential investors should be aware that the Company may or may not proceed with the Transfer of Listing, which is subject to, among others, the granting of the relevant approval by the CSRC and the Stock Exchange, together with other conditions and regulatory requirements to be fulfilled by the Company. Shareholders and potential investors are therefore advised to exercise caution when dealing in the H shares.

VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, all resolutions put to the vote at the EGM and the Class Meetings will be taken by way of poll.

An announcement will be made by the Company following conclusion of the EGM and the Class Meetings to inform the Shareholders of the result of such meetings.

CLOSURE OF REGISTER OF MEMBERS

The register of members in Hong Kong will be closed from 17 February 2010 to 19 March 2010, 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 EGM and the Class Meeting for the holders of the H Shares, 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 12 February 2010. All transfers of the Domestic Share of the Company should be finalized before the close of business on 12 February 2010.

RECOMMENDATIONS

The Board is of the view that the Transfer of Listing and the adoption of the Articles of Association with the Articles Amendments are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolutions to be proposed at the EGM and the Class Meetings.

OTHERS

Your attention is drawn to the general information set out in the Appendix I to this circular.

On behalf of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Shi Chaochun
Executive Director

1. RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company 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 the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

2. DIRECTORS' AND SUPERVISORS' INTERESTS IN SHARES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at the Latest Practicable Date, none of the Directors, chief executive and the Supervisors have any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and the Supervisors is taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, the Directors, chief executive and the Supervisors were not beneficially interested in the share capital of any member of the Group nor did it has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group nor did it have any interest, either direct or indirect, in any assets which have been, since 31 December 2008 were made up, acquired, disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

3. SUBSTANTIAL SHAREHOLDERS AND PARTIES HOLDING INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at the Latest Practicable Date, so far as is known to the Directors and chief executive of the Company, the following persons, other than a Director, Supervisor, or chief executive of the Company, had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company; or are required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein:

Name of Shareholders	Capacity	Number of shares	Percentage of domestic shares (non- H foreign shares included)	Percentage of H shares	Percentage of total registered share capital
Chongqing Changan Industry Company (Group) Limited ("Changan Industry Co.")	Beneficial owner	39,029,088(L)	36.45%	—	24.08%
Changan Industry Co. (Note 1)	Interest of a controlled corporation	796,512(L)	0.74%	—	0.49%
Minsheng Industrial (Group) Co., Ltd. ("Minsheng Industrial")	Beneficial owner	25,774,720(L)	24.07%	—	15.91%
Minsheng Industrial (Note 2)	Interest of a controlled corporation	7,844,480(L)	7.33%	—	4.84%
APL Logistics Ltd. ("APLL")	Beneficial owner	33,619,200(L)	31.40%	—	20.74%
Ming Sung Industrial Co., (HK) Limited ("Ming Sung (HK)")	Beneficial owner	7,844,480(L)	7.33%	—	4.84%
Atlantis Investment Management Limited(Note3)	Investment manager	13,080,000(L)	—	23.89%	8.07%
Liu Yang(Note3)	Investment Manager	13,080,000(L)	—	23.78%	8.07%
The Northern Trust Company (ALA)	Others	6,034,000(P)	—	10.97%	3.72%
788 China Fund Ltd.	Investment manager	4,000,000(L)	—	7.27%	2.47%
Braeside Investments, LLC (Note4)	Investment Manager	3,423,000(L)	—	6.22%	2.11%
Braeside Management, LP (Note4)	Investment Manager	3,423,000(L)	—	6.22%	2.11%
McIntyre Steven (Note4)	Investment Manager	3,423,000(L)	—	6.22%	2.11%

Note 1: Chongqing Changan Industrial Co., Ltd., Changan Industry Co.'s subsidiary, holds 0.49% of the Company.

Note 2: Ming Sung (HK) is the subsidiary of Minsheng Industrial.

Note 3: Liu Yang is the controlling shareholder of Atlantis Investment Management Limited.

Note 4: McIntyre Steven is the controller of Braeside Investments, LLC and Braeside Investments, LLC is the controller of Braeside Management, LP

Note 5: (L)-long position, (S)-short position, (P)-lending pool.

As at the Latest Practicable Date, the management shareholders (interests in the shares and underlying shares of the Company held by the management shareholders such as Changan Industry Co., Minsheng Industrial, APLL and Ming Sung (HK) are as disclosed above) hold interests in the shares and underlying shares of the Company as follows:

Long position in shares

Name of shareholder	Capacity	Number of shares	Percentage of domestic	Percentage of non H foreign shares	Percentage of H shares	Percentage of total registered share capital
			shares (non- H included)			
Chongqing Changan Industrial Company Limited	Beneficial owner	796,512	0.74%	-	-	0.49%

Save as disclosed above, as at the Latest Practicable Date, so far as is known to the Directors and chief executive of the Company, there is no other person (other than the Director, Supervisor, or chief executive of the Company) who had interests or short positions in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or had a direct or indirect interests amounting to 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company and/or any subsidiaries of the Company; or are required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

4. DIRECTOR'S INTEREST IN CONTRACT AND/OR ARRANGEMENT

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which a Director was materially interested and which was significant in relation to the business of the Group as a whole.

5. SERVICE CONTRACTS OF DIRECTORS AND SUPERVISORS

No Director has a service contract with the Company which is not terminable by the Company within one year without payment other than statutory compensation.

Each of the directors and supervisors has entered into a service contract with the Company for term of three years ending at the date of the general meeting held in 2011.

Each of the non-executive directors will not receive any directors' remuneration for his/her services. Each of independent non-executive directors will be paid a fixed amount of director's fee per annum.

6. MATERIAL ADVERSE CHANGE

The Directors confirm that they were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2008, being the date to which the Group's latest published audited accounts of the Group were made up.

7. MATERIAL LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and so far as the Directors are aware, no litigation or claim of material importance were pending or threatened by or against the Company or any of its subsidiaries.

8. COMPETING INTEREST

The Company's shareholders, namely APLL, Minsheng Industrial, Ming Sung (HK) and Changan Industry Co., have all entered into non-competition undertakings in favour of the Company. For details of the non-competition undertakings, please refer to the prospectus of the Company dated 16 February 2006. As at the Latest Practicable Date, so far as the Directors are aware of, except as disclosed in the 2008 annual report of the Company that each of APLL, Minsheng Industrial, Ming Sung (HK) and Changan Industry Co. have all signed a confirmation regarding the non-competition undertakings with the Company in favour of the Company, none of themselves or the management Shareholders (as defined in the GEM Listing Rules) or their respective associates had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Company or its subsidiaries or any other conflicts of interest with the Company or its subsidiaries. No contract or arrangement is subsisting at the date of the circular in which a director of the Company is materially interested and which is significant in relation to the business of the Company or its subsidiaries.

9. DIRECTORS' INTEREST IN ASSETS AND CONTRACTS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group or proposed to be so acquired, disposed of or leased by any member of the Group since 31 December 2008, being the date to which the latest published audited accounts of the Company were made up, and up to the Latest Practicable Date.

There was no contract or arrangement subsisting at the Latest Practicable Date in which any of the Directors was materially interest and which was significant in relation to the business of the Group.

10. MISCELLANEOUS

- (a) The registered office of the Company is at Liangjing Village, Yuanyang Town, Yubei District, Chongqing, the PRC. The principal place of business in China is at No.561 Hongjin Road, Yubei District, Chongqing, the PRC.
- (b) The principal place of business in Hong Kong is at 16/F., 144-151 Singga Commercial Centre, Connaught Road West, Hong Kong.

- (c) The branch share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The Company secretary of the Company is Mr. Joseph Au Yeung Wai Ki, a fellow member of Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants.
- (e) The compliance officer of the Company is Mr. Shi Chaochun.
- (f) The Company has established an audit committee with written terms of reference in compliance with rule 5.28 of the GEM Listing Rules. The audit committee is mainly responsible for overseeing the Company's internal audit system and its implementation; reviewing the Company's financial information and its disclosure; reviewing the Company's internal control system; auditing major connected transactions; and communication, supervision and verification of the Company's internal and external audit. The audit committee comprises the independent non-executive Directors, namely Mr. Peng Qifa, Ms. Wang Xu and Mr. Chong Teck Sin. Their respective biographies are set out below:

Mr. Peng Qifa (彭啓發) was born in 1964, joined the Company as an independent non-executive director in December 2004. In 1998, he obtained a master's degree in Economics from the faculty of Business Administration at Sichuan University. Mr. Peng has been approved to be a professor of Economics in the Chongqing University of Technology and was qualified in 1996 to teach in tertiary institution in China. Mr. Peng is a Certified Public Accountant in the PRC.

Ms. Wang Xu (王旭) was born in 1963, joined the Company as an independent non-executive director in December 2004. Ms. Wang received her PhD from Chongqing University in 2001. She is a professor at Chongqing University and a member of the decision-making consultative committee of the Chongqing government in China.

Mr. Chong Teck Sin (張鐵沁) was born in 1955, joined the Company as an independent non-executive director in July 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 with the Singapore Economic Development Board from 1986 to 1989. Since April 2004, Mr. Chong sits on the Board of the Accounting and Corporate Regulatory Authority (ACRA) of Singapore. He is also the independent non-executive director of British-American Tobacco (Singapore) Pte Ltd. In addition, Mr. Chong is also the independent nonexecutive director of the companies following-mentioned which were listed on Singapore Stock Exchanges: Beyonics Technology Ltd., Wanxiang International Pte Ltd., Sihuan Pharmaceutical Holdings Group Ltd. and JES International Holdings Ltd. Since October 2008, Mr. Chong is also the director of Singapore's largest folk charitable organization National Kidney Foundation Singapore. He obtained the bachelor of engineering at the University of Tokyo in 1981, and subsequently obtained a Master of Business Administration degree from the National University of Singapore.

- (g) The English text of this circular shall prevail over the Chinese text (excluding the Appendix II set out in this circular).

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (Saturdays and public holidays excepted) at 23/F., Gloucester Tower, 15 Queen's Road, Central, Hong Kong from the date of this circular up to and including 19 March 2010:

- (a) the existing Articles of Association; and
- (b) the amended Articles of Association, which will become effective after the date of completion of the Transfer of Listing and the commencement in dealings in the H Shares on the Main Board.

This Appendix II sets out the existing Articles of Association and the proposed Articles Amendments for ease of reference.

The proposed Articles Amendments are set out in the table below (Note):

Articles No.	Existing Articles of Association	Amended Articles of Association
the third Paragraph of Article 1	<p>The promoters of the Company were:</p> <p>(1) Changan Automobile Company (Group) Limited Registered office: No. 260 Jianxin East Road, Jiangbei District, Chongqing, the PRC Legal representative: Yin Jiaxu</p> <p>(2) APL Logistics Ltd (Singapore) Registered office: 456 Alexandra Road, #06-00 NOL Building, Singapore Legal representative: Daniel C. Ryan</p> <p>(3) Minsheng Industrial (Group) Co., Ltd. Registered office: Minsheng Mansion, 83 Xinhua Road, Yuzhong District, Chongqing, the PRC Legal representative: Lu Guoji</p> <p>(4) Ming Sung Industrial Co., (HK) Limited Registered office: 144-151, Gannuo Avenue West, 16th Floor, Chengji Commercial Center, Hong Kong Legal representative: Lu Guoji</p> <p>(5) Changan Industrial Company Limited Registered office: 260 Jianxin East Road, Jiangbei District, Chongqing, the PRC Legal representative: Zhou Bo</p>	<p>The promoters of the Company when it was established were:</p> <p>(1) Chongqing Changan Industry Company (Group) Limited Registered office: No. 599 Konggang Road, Yubei District, Chongqing, the PRC Legal representative: Shi Yubao</p> <p>(2) APL Logistics Ltd Registered office: 456 Alexandra Road, #06-00 NOL Building, Singapore Legal representative: James H McAdam</p> <p>(3) Minsheng Industrial (Group) Co., Ltd. Registered office: 83 Xinhua Road, Yuzhong District, Chongqing, the PRC Legal representative: Lu Guoji</p> <p>(4) Ming Sung Industrial Co., (HK) Limited Registered office: 144-151, Gannuo Avenue West, 16th Floor, Chengji Commercial Center, Hong Kong Legal representative: Lu Guoji</p> <p>(5) Changan Industrial Company Limited Registered office: 260 Jianxin East Road, Jiangbei District, Chongqing, the PRC Legal representative: Zhou Zhengli</p>
Article 3	<p>Domicile of Company: Liangjing Village, Yuanyang Town, Yubei District, Chongqing, the PRC Zip Code: 400020 TEL: (86 23) 6785 5508 FAX: (86 23) 6786 5983</p>	<p>Domicile of Company: Liangjing Village, Yuanyang Town, Yubei District, Chongqing, the PRC Zip Code: 401121 TEL: (86 23) 8918 2222 FAX: (86 23) 8918 2221</p>
the third Paragraph of Article 12	<p>In line with the change of the market and the business demand domestically and abroad and its own development capability, the Company may adjust its business scope and investment policies and strategies at an appropriate time with the approval of resolutions passed at the general meetings of the Company and with the approval of the state government's department and may set up branches and representative offices domestically and abroad and Hong Kong, Macao and Taiwan (whether it is wholly-owned).</p>	<p>In line with the change of the market and the business demand domestically and abroad and its own development capability, the Company may adjust its business scope and investment policies and strategies at an appropriate time with the approval of resolutions passed at the board of directors or at general meetings of the Company and with the approval of the state government's department and may set up branches and representative offices domestically and abroad and Hong Kong, Macao and Taiwan (whether it is wholly-owned).</p>
the fourth Paragraph of Article 16	<p>The domestic shares can be listed on the stock exchange of China by the approvals from the general meeting of the Company and the relevant administrations of the government; the overseas listed foreign shares can be listed on the GEM of the Stock Exchange of Hong Kong.</p>	<p>The domestic shares can be listed on the stock exchange of China by the approvals from the general meeting of the Company and the relevant administrations of the government; the overseas listed foreign shares can be listed on the Main Board of the Stock Exchange of Hong Kong.</p>

<p>the second Paragraph of Article 17</p>	<p>Changan Automobile Company (Group) Limited holds 43,929,088 shares which is 39.2% of the total share capital;</p> <p>APL Logistics Ltd holds 33,619,200 shares which is 30% of the total share capital;</p> <p>Minsheng Industrial (Group) Co., Ltd. holds 25,774,720 shares which is 23% of the total share capital;</p> <p>Ming Sung Industrial Co., (HK) Limited holds 7,844,480 shares which is 7% of the total share capital;</p> <p>Changan Industrial Company Limited holds 896,512 shares which is 0.8% of the total share capital</p>	<p>Chongqing Changan Industry Company (Group) Limited holds 43,929,088 shares which is 39.2% of the total share capital;</p> <p>APL Logistics Ltd holds 33,619,200 shares which is 30% of the total share capital;</p> <p>Minsheng Industrial (Group) Co., Ltd. holds 25,774,720 shares which is 23% of the total share capital;</p> <p>Ming Sung Industrial Co., (HK) Limited holds 7,844,480 shares which is 7% of the total share capital;</p> <p>Changan Industrial Company Limited holds 896,512 shares which is 0.8% of the total share capital.</p>
<p>Article 18</p>	<p>After the Company was registered to be established, approved by the securities administration of the State Council, a total number of 55,000,000 overseas listed foreign shares (including 5,000,000 Transfer of Original Shares sold by the shareholders of State-owned shares) were issued by the Company in Hong Kong in February 2006. The total number of ordinary shares of the Company in issue is 162,064,000. The shareholders of the Company and their respective shareholdings are as follow:</p> <p>Changan Automobile Company (Group) Limited holds 39,029,088 shares, representing 24.08% of the total issued share capital;</p> <p>APL Logistics Ltd (Singapore) holds 33,619,200 shares, representing 20.74% of the total issued share capital;</p> <p>Minsheng Industrial (Group) Company Limited holds 25,774,720 shares, representing 15.91% of the total issued share capital;</p> <p>Ming Sung Industrial Co., (HK) Limited holds 7,844,480 shares, representing 4.84% of the total issued share capital;</p> <p>Chongqing Changan Industrial Company Limited holds 796,512 shares, representing 0.49% of the total issued share capital;</p> <p>Shareholders of the foreign capital share listed abroad In aggregate hold 55,000,000 shares, representing 33.94% of the total issued share capital.</p>	<p>After the Company was registered to be established, approved by the securities administration of the State Council, a total number of 55,000,000 overseas listed foreign shares (including 5,000,000 Transfer of Original Shares sold by the shareholders of State-owned shares) were issued by the Company in Hong Kong in February 2006 . The total number of ordinary shares of the Company in issue is 162,064,000. The shareholders of the Company and their respective shareholdings are as follow:</p> <p>Chongqing Changan Industry Company (Group) Limited, holds 39,029,088 shares, representing 24.08% of the total issued share capital; APL Logistics Ltd (Singapore), holds 33,619,200 shares, representing 20.74% of the total issued share capital; Minsheng Industrial (Group) Company Limited, holds 25,774,720 shares, representing 15.91% of the total issued share capital; Ming Sung Industrial Co., (HK) Limited, holds 7,844,480 shares, representing 4.84% of the total issued share capital; Chongqing Changan Industrial Company Limited holds 796,512 shares, representing 0.49% of the total issued share capital; Shareholders of the foreign capital share listed abroad, in aggregate hold 55,000,000 shares, representing 33.94% of the total issued share capital.</p>

Article 45	For the overseas listed foreign shares which were fully paid, the stock can be transferred freely without any restrictions on transfer right and the stock is free from all lien.	<p>For the overseas listed foreign shares which were fully paid, the stock can be transferred freely pursuant to the Articles of Association. However, unless the transfer complies with the following conditions, the board of directors may refuse to process with transfer documents without stating any reasons therefor:</p> <p>(1) That transferring and other documents relating to or affecting the title to any registered securities shall be registered and the fee or fees levied pursuant to the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited (the "Listing Rules") is/are paid to the Company;</p> <p>(2) The transferring documents relate only to the overseas listed foreign shares listed in Hong Kong;</p> <p>(3) The stamp duty payable on the transferring documents had been paid;</p> <p>(4) The provision of the relevant share certificate(s) and the evidences for having the right to transfer stock be reasonably required by the board of directors;</p> <p>(5) If the stock is to be transferred to joint owners, the number of the joint owners shall not exceed four; and</p> <p>(6) The stock is free from all lien.</p> <p>The overseas listed foreign shares shall be transferred in normal or usual way or in other forms of the transferring documents that are acceptable to the board of directors; and such transferring documents can be signed under hand. Or, if the transferor or the transferee is the settlement organization or its agent, such transferring documents can be signed under hand or by machine printed signature. All the transferring documents shall be filed in the registered address of the Company or other places designated by the board of director from time to time.</p>
Addition of Article 54 (v)(2)(vi)		(vi) Audited financial report.
Article 60 (XIII)	(XIII) examine the motions raised by the shareholders representing 5% or more of the Company's voting shares;	(XIII) examine the motions raised by the shareholders representing 3% or more of the Company's voting shares;

the first Paragraph of Article 63	In convening any shareholders meetings, the company shall issue a written notice 45 days in advance (but not exceed 60 days) to all the shareholders whose names are recorded on the register of members, specifying the matters to be examined and discussed, the date and place of the meeting. The shareholders who propose to attend the shareholders meeting shall return the reply in writing to the company 20 days before the meeting is convened.	In convening any shareholders meetings, the company shall issue a written notice 45 days in advance (but not exceed 60 days) to all the shareholders whose names are recorded on the register of members, specifying the matters to be examined and discussed, the date and place of the meeting. For the overseas listed foreign shares shareholders, the notice of general meeting, circulars and the relevant documents may, in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites designated by the Listing Rules from time to time. The shareholders who propose to attend the shareholders meeting shall return the reply in writing to the company 20 days before the meeting is convened.
Article 66 (I)	(I) Made in a written form;	(I) Made in a written form: For the overseas listed foreign shares shareholders, the notice of general meeting, circulars and the relevant documents may, in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites designated by the Listing Rules from time to time.
the first Paragraph of Article 67	The notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by assigned persons or pre-paid mail to the recipient's address shown in the register of shareholders. For holders of domestic investment shares, the notice of a shareholders' general meeting may also be given by public announcement.	The notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by assigned persons or pre-paid mail to the recipient's address shown in the register of shareholders. For holders of domestic investment shares, the notice of a shareholders' general meeting may also be given by public announcement. For the overseas listed foreign shares shareholders, the notice of general meeting, circulars and the relevant documents may, in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites designated by the Listing Rules from time to time.
Article 70 (II), deletion of Article 70 (III)	(II) Requests for voting by ballots in person or together with other shareholders. (III) the right to vote by raising hands or ballot, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by ballot.	(II) Voting rights.

Article 78	<p>Votes of the shareholders' general meeting shall be taken by show of hands, unless the following persons require voting before or after any vote by show of hands:</p> <ol style="list-style-type: none"> 1. the chairman of the meeting; 2. at least two shareholders with voting rights or their proxies; or 3. one or several shareholders (including proxies) holding in aggregate or individually 10% or more of the shares carrying the right to vote at the meeting. <p>Unless voting by poll is requested, the chairman of the meeting shall declare whether the proposal has been adopted according to the results of the vote by show of hands, and shall record the same in the minutes of the meeting, which shall serve as conclusive evidence without having to state the number or proportion of the votes for or against resolution adopted at the meeting.</p> <p>The demand for a vote by poll may be withdrawn by the person who made it.</p>	<p>Votes of the shareholders' general meeting shall be taken by poll, the Company shall announce the voting results pursuant to the relevant laws and regulations and the regulations of the Listing Rules.</p>
Article 79	<p>If the matter demanded to be voted upon by poll is the election of the chairman or the adjournment of the meeting, a poll shall be taken immediately. If a poll is demanded for any other matter, such poll shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the poll shall still be regarded as a resolution passed at that meeting. The voting results shall be announced on the spot.</p>	<p>The voting results shall be announced on the spot.</p>
Article 81	<p>Where there is an equality of votes for and against a particular resolution, whether the vote is taken by show of hands or by poll, the chairman of the meeting shall be entitled to have a casting vote.</p>	<p>Where there is an equality of votes for and against a particular resolution is equal, the chairman of the meeting shall be entitled to have a casting vote.</p>
the first Paragraph of Article 89	<p>That, where any shareholder is, under the GEM Listing Rules of the Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p>That, where any shareholder is, under the laws and regulations and the regulations of the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>
Article 95 (III)	<p>In the restructuring of the Company, the “interested shareholders” mean the shareholders who bear liability with less proportion than the same class of shareholders and who own interests different from the same class of shareholders.</p>	<p>In the restructuring of the Company, the “interested shareholders” means the shareholders who bear liability with less proportion than the same class of shareholders or who own interests different from the same class of shareholders.</p>

the first Paragraph of Article 97	In convening shareholders meetings for any class, the company shall issue a written notice 45 days in advance to all the shareholders of that class whose names are recorded on the register of members, specifying the matters to be examined and discussed, the date and place of the class meeting. The shareholders of that class who propose to attend the class meeting shall return the reply in writing to the company 20 days before the class meeting is convened.	In convening shareholders meetings for any class, the company shall issue a written notice 45 days in advance to all the shareholders of that class whose names are recorded on the register of members, specifying the matters to be examined and discussed, the date and place of the class meeting. For the overseas listed foreign shares shareholders, the notice of class meeting, circulars and the relevant documents may, in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites designated by the Listing Rules from time to time. The shareholders of that class who propose to attend the class meeting shall return the reply in writing to the company 20 days before the class meeting is convened.
Addition of Article 99 (III)		(III) On transfer of the shares held by the domestic shareholders mentioned in Article 16 of the Articles of Association to overseas investors, then such shares will be listed and traded on overseas stock market.
Article 100	<p>The Board of the Company is established with totally 14 directors, among which there will be 1 chairman and 1 vice chairman.</p> <p>The members of the Board shall comprise of executive directors, non-executive directors and independent non-executive directors (“independent directors”). All the executive directors, non-executive directors and independent directors should meet with the qualification as required the relevant laws. There are at least three independent directors.</p>	<p>The Board of the Company is established with totally 14 directors, among which there will be 1 chairman and 1 vice chairman.</p> <p>There shall be at least three independent non-executive directors (“independent directors”), of which 1 independent directors shall possess appropriate professional qualifications or appropriate accounting or relevant financial management knowledge. The independence of the independent directors should also be in accordance with the regulations of Listing Rules.</p> <p>The board shall set up special committees including audit committee, remuneration committee and nomination committee. Members of each committee should comprise of directors and each committee should have at least three members, among which the audit committee must comprise of independent directors only and one of them should possess the qualification as required by the Listing Rules. Each special committee should be responsible to the board according to their powers.</p>
the first Paragraph of Article 101	The directors are elected by the general meeting with a term of three years. The directors can be re-elected and re-appointed after the expiry term.	The directors are elected by the general meeting with a term of three years. The directors can be re-elected and re-appointed after the expiry term. The terms of the independent directors should also be in accordance with the regulations of the Listing Rules.
the first Paragraph of Article 105	The board’s regular meeting should be held at least two times a year, and should be convened by the president.	The board’s regular meeting should be held at least four times a year, and should be convened by the president.

the first Paragraph of Article 106	If the time and location of regular Board meetings have been specified by the Board in advance, no meeting notification shall be required. If the time and location of regular Board meetings have not been specified by the Board in advance, the Chairman shall order the Secretary of the Board to notify all directors and supervisors the meeting time and location by way of telex, telegraph, fax, express post, registered mail or dispatch in person no less than 10 days and no more than 30 days prior to such meeting.	If the time and location of regular Board meetings have been specified by the Board in advance, no meeting notification shall be required. If the time and location of regular Board meetings have not been specified by the Board in advance, the Chairman shall order the Secretary of the Board to notify the entire directors and supervisors the meeting time and location by way of telex, telegraph, fax, express post, registered mail or dispatch in person no less than 14 days and no more than 30 days prior to such meeting.
the tenth Paragraph of Article 108	In this Articles, "Associate" shall has the meaning ascribed thereto in the GEM Listing Rules of the Stock Exchange of Hong Kong.	In this Articles, "Associate" shall has the meaning ascribed thereto in the Main Board Listing Rules of the Stock Exchange of Hong Kong.
Article 120	The Company has a supervisory Board. The supervisory board shall supervise the regularity of the board of directors, directors, and other senior management personnel in the performance of duties, and shall protect the rights and interest of the shareholders, the company and its staff.	The Company has a supervisory Board. The supervisory board shall supervise the regularity of the board of directors, directors, general manager and other senior management personnel in the performance of duties, and shall protect the rights and interest of the shareholders, the company and its staff.
Article 151	The board of directors should submit to the shareholders on the annual general meeting the financial report which is prepared by the Company according to the governing documents promulgated by the laws, regulations, local government and the competent administrative authority.	The board of directors should submit to the shareholders on the annual general meeting the financial report which is prepared by the Company according to the governing documents promulgated by the laws, regulations, local government and the competent administrative authority and the Listing Rules of the listing place.
the second Paragraph of Article 152	The above mentioned financial report shall be delivered or sent by prepaid post to the registered address of every member at least 21 days before the date of the general meeting.	A copy of either (i) the directors' report, accompanied by the balance sheet (including every document required by law to be annexed thereto) and profit and loss account or income and expenditure account, or (ii) the summary financial report shall be delivered or sent by prepaid post to the registered address of every member at least 21 days before the date of the general meeting. For the overseas listed foreign shares shareholders, these may, in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites designated by the Listing Rules from time to time.

Article 153	The financial statements of the Company shall be prepared not only in accordance with the PRC accounting standards, laws and regulations but also in accordance with international accounting standards or the accounting standards of the place (s) outside the People's Republic of China where the Company's shares are listed. If there are major differences in the financial statements prepared in accordance with these two types of accounting standards, such differences shall be stated in notes appended to such financial statements. For purposes of the Company's distribution of after-tax profits in any fiscal year, the lower amount of after-tax profits shown in the above-mentioned two types of financial statements shall be adopted.	The financial statements of the Company shall be prepared not only in accordance with PRC accounting standards, laws and regulations but also in accordance with the accounting standards stipulated by the Listing Rules. If there are major differences in the financial statements prepared in accordance with these two types of accounting standards, such differences shall be stated in notes appended to such financial statements. For purposes of the Company's distribution of after-tax profits in any fiscal year, the lower amount of after-tax profits shown in the above-mentioned two types of financial statements shall be adopted.
Article 154	Interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards, laws and regulations as well as international standards or the accounting standards of the place (s) outside the People's Republic of China where the Company's shares are listed.	Interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards, laws and regulations as well as the accounting standards stipulated by the Listing Rules.
Article 155	The Company shall publish four financial reports each fiscal year, namely two quarterly financial report and an interim financial report within 45 days after the end of the first three, six and nine months of each fiscal year and an annual financial report within 120 days after the end of each fiscal year.	The Company shall publish two financial reports each fiscal year, namely an interim financial report within 90 days after the end of the first six months of each fiscal year and an annual financial report within 120 days after the end of each fiscal year; the deadline for publication shall not be later than the regulations of the listing rules of the place where the Company's shares are listed.
Article 156	After the completion of the quarterly report and the interim financial report and the annual financial report, the relevant procedures and announcements should be made pursuant to the requirements and limit time required by the securities laws and regulations and the regulations required by the stock exchange of the listing place where the Company's shares are listed.	After the completion of the interim financial report and the annual financial report, the relevant procedures and announcements should be made pursuant to the requirements and limit time required by the securities laws and regulations and the regulations required by the stock exchange of the listing place where the Company's shares are listed.
the fifth Paragraph of Article 177	Within fourteen days after the Company's receipt of the written notice mentioned above, the Company shall send a copy of the notice to the administrative authority. If the notice contains the contents in (2) of the above, it shall be delivered or sent by prepaid post to the registered address of every member who has the right to get the financial report.	Within fourteen days after the Company's receipt of the written notice mentioned above, the Company shall send the copy of the notice to the administrative authority. If the notice contains the contents in (2) of the above, it shall be delivered or sent by prepaid post to the registered address of every member who has the right to get the financial report or the Company may, in accordance with the laws, administrative regulations, listing rules of the place where the Company's shares are listed, publish such reports on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites designated by the Listing Rules from time to time.

the first Paragraph of Article 198	Unless otherwise specified in these Articles of Association, the notices, documents or written statements of the Company sent to the shareholders of the overseas listed foreign shares should be sent by assigned persons, or be sent by prepaid mail at the recipient's address shown in the register of shareholders. The notice, documents or written statements of the Company sent to the shareholders of non-listed foreign shares should sent by assigned persons, or be sent by prepaid mail at the named recipient's address provided by the shareholders of non listed foreign shares.	Unless otherwise specified in these Articles of Association, the notices, documents or written statements of the Company sent to the shareholders of the overseas listed foreign shares should be sent by assigned persons, or be sent by prepaid mail at the recipient's address shown in the register of shareholders, or be sent in announcements, or be sent by E-mail or being published on the website of the Company and other websites designated by the Listing Rules from time to time in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed. The notice, documents or written statements of the Companies sent to the shareholders of non listed foreign shares should sent by assigned persons, or be sent by prepaid mail at the named recipient's address provided by the shareholders of non listed foreign shares, or be sent by E-mail in accordance with the laws, regulations and the listing rules of the place where the Company's shares are listed.
the third Paragraph of Article 198	The notice to the holders of domestic investment shares, which is given by public announcement shall be published in one or more newspapers or periodicals designated by the State Council authorities in charge of securities. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders' meeting.	The notice to the holders of domestic investment shares, which is given by public announcement shall be published in one or more newspapers or periodicals designated by the State Council authorities in charge of securities. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders' meeting. The announcements to the shareholders of the overseas listed foreign shares pursuant to the relevant regulations and these Articles of Association shall be published in Hong Kong in accordance with the Listing Rules.
Article 202	The public announcement shall be published in the newspapers or periodicals designated by the relevant laws and regulations. The announcements to the shareholders of the overseas listed foreign shares pursuant to these Articles of Association shall be published on the GEM website designated by the GEM Listing Rules of the Stock Exchange of Hong Kong Limited.	The public announcement shall be published in the newspapers or periodicals designated by the relevant laws and regulations. The announcements to the shareholders of the overseas listed foreign shares pursuant to these Articles of Association shall be published on the website designated by the Listing Rules.

Note: The table sets out the existing Articles of Association and the proposed Articles Amendments for ease of reference. Capitalized terms used in the table have the same meanings as defined in the Articles of Association. The English language version of the table is an unofficial translation of its Chinese language version. In case of any ambiguity or inconsistency, the Chinese language version shall prevail.



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: 8217)

NOTICE OF THE 2010 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2010 first extraordinary general meeting ("EGM") of Changan Minsheng APLL Logistics Co., Ltd. (the "Company") will be held at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the People's Republic of China, at 10:00 a.m. on 19 March 2010, to consider and approve (if it thinks fit) the passing of following resolutions as special resolutions:

AS SPECIAL RESOLUTIONS

1. **"THAT**

- (a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the circular of the Company dated 1 February 2010), the proposed transfer of listing (the "**Transfer of Listing**") of the H Shares from the Growth Enterprise Market (the "**GEM**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") to the main board (the "**Main Board**") of the Stock Exchange, be hereby approved;
- (b) the board of directors (the "**Board**") of the Company be and are hereby authorized to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to (the "Authorization"):
 - (i) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission ("**CSRC**") for the Transfer of Listing;
 - (ii) determining the timetable thereof;
 - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the legal advisers); and
 - (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder;

NOTICE TO EXTRAORDINARY GENERAL MEETING

- (c) Mr. Shi Chaochun, the executive director of the Company, is authorized to get the delegated authorization from the Board;
- (d) to approve the expiry date for the resolutions on the Transferring is one year, counted since the date of the approval by the general meeting.”

2. **"THAT**

- (a) subject to the passing of special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of association of the Company incorporating the Articles Amendments (as defined and described in the Appendix II of the circular of the Company dated 1 February 2010) be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board and that the Board be and are hereby authorized to make further amendments to the same in accordance with the relevant laws, rules and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities;
- (b) the Board of the Company be and are hereby authorized to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to make application for approval of, registration of or filing the amended articles of association of the Company to the relevant government authorities of the PRC and Hong Kong and making further amendments as the governmental authorities of the PRC may require;
- (c) Mr. Shi Chaochun, the executive director of the Company, is authorized to get the delegated authorization from the Board."

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

Chongqing, the PRC
1 February 2010

** For identification purpose only*

NOTICE TO EXTRAORDINARY GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the EGM is entitled to appoint in written form for one or more than one proxy to attend and vote at the EGM on his behalf. A proxy need not be a member of the Company. In the case of joint registered holders, the proxy form must be signed by any joint registered holder. In the case that any one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company.
- (2) The proxy form for the EGM is enclosed with the circular of the Company dated 1 February 2010 (the "Circular"). In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company's H Share 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 at 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), not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.
- (3) Shareholders or their proxies shall present proofs of identities when attending the EGM.
- (4) the register of members of the Company will be closed from 17 February 2010 to 19 March 2010, 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 EGM 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, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 12 February 2010. All transfers of the Domestic Shares of the Company should be finalized before the close of business on 12 February 2010. Shareholders of the Company whose name appears on the register of members of the Company at close of business on 18 March 2010 will be entitled to attend and vote at the EGM.
- (5) Shareholders of the Company who intend to attend the EGM should complete and return the reply slip enclosed with the Circular for attendance to the Company's H Share 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 to 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) by hand or by post on or before 4:30 p.m., 27 February 2010 in accordance with the instructions printed thereon.
- (6) Shareholders attending the EGM will be responsible for their own traveling and accommodation expenses.

NOTICE TO EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the directors of the Company are:

Executive directors:

Yin Jiaxu

Cui Xiaomei

Lu Xiaozhong

Shi Chaochun

James H McAdam

Non-executive directors:

Lu Guoji

Zhang Lungang

Joseph F Lee

Li Ming

Wu Xiaohua

Lau Man Yee, Vanessa

Independent non-executive directors:

Wang Xu

Peng Qifa

Chong Teck Sin



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: 8217)

**NOTICE OF THE 2010 FIRST CLASS MEETING
FOR HOLDERS OF THE H SHARES**

NOTICE IS HEREBY GIVEN that the 2010 first class meeting of the holders of the H Shares (the "**Class Meeting for Holders of the H Shares**") of Changan Minsheng APLL Logistics Co., Ltd. (the "**Company**") will be held at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the People's Republic of China (the "**PRC**") at 10:00 a.m. (or immediately after the conclusion or adjournment of the 2010 first extraordinary general meeting of the Company) on 19 March 2010 to consider and approve (if thinks fit) the passing of following resolutions as special resolutions:

AS SPECIAL RESOLUTIONS

1. **"THAT**

- (a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing " in the circular of the Company dated 1 February 2010), the proposed transfer of listing (the "**Transfer of Listing**") of the H Shares from the Growth Enterprise Market (the "**GEM**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") to the main board (the "**Main Board**") of the Stock Exchange, be hereby approved;
- (b) the board of directors (the "**Board**") of the Company be and are hereby authorized to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to (the "Authorization"):
 - (i) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission ("**CSRC**") for the Transfer of Listing;
 - (ii) determining the timetable thereof;
 - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the legal advisers); and

NOTICE OF CLASS MEETING FOR HOLDERS OF THE H SHARES

- (iv) executing (with our without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder;
- (c) Mr. Shi Chaochun, the executive director of the Company, is authorized to get the delegated authorization from the Board;
- (d) to approve the expiry date for the resolutions on the Transferring is one year, counted since the date of the approval by the general meeting.”

2. **"THAT**

- (a) subject to the passing of special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of association of the Company incorporating the Articles Amendments (as defined and described in the Appendix II of the circular of the Company dated 1 February 2010) be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board and that the Board be and are hereby authorized to make further amendments to the same in accordance with the relevant laws, rules and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities;
- (b) the Board of the Company be and are hereby authorized to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to make application for approval of, registration of or filing the amended articles of association of the Company to the relevant government authorities of the PRC and Hong Kong and making further amendments as the governmental authorities of the PRC may require.
- (c) Mr. Shi Chaochun, the executive director of the Company, is authorized to get the delegated authorization from the Board."

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

Chongqing, the PRC
1 February 2010

** For identification purpose only*

NOTICE OF CLASS MEETING FOR HOLDERS OF THE H SHARES

Notes:

- (1) Any member entitled to attend and vote at the Class Meeting for Holders of the H Shares is entitled to appoint in written form for one or more than one proxy to attend and vote at the Class Meeting for Holders of the H Shares on his behalf. A proxy need not be a member of the Company. In the case of joint registered holders, the proxy form must be signed by any joint registered holder. In the case that any one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (2) The proxy form for the Class Meeting for Holders of the H Shares is enclosed with the circular of the Company dated 1 February 2010 (the "Circular"). In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the Class Meeting for Holders of the H Shares or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Class Meeting for Holders of the H Shares or any adjourned meeting should you so wish.
- (3) Shareholders or their proxies shall present proofs of identities when attending the Class Meeting for Holders of the H Shares.
- (4) The register of members of the Company will be closed from 17 February 2010 to 19 March 2010, 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 Class Meeting for Holders of the H Shares 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, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 12 February 2010. Shareholders of the Company whose name appears on the register of members of the Company at close of business on 18 March 2010 will be entitled to attend and vote at the Class Meeting for Holders of the H Shares.
- (5) Shareholders of the Company who intend to attend the Class Meeting for Holders of the H Shares should complete and return the reply slip enclosed with the Circular for attendance to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor,, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post on or before 4:30 p.m., 27 February 2010 in accordance with the instructions printed thereon.
- (6) Shareholders attending the Class Meeting for holders of the H Shares will be responsible for their own travelling and accommodation expenses.

NOTICE OF CLASS MEETING FOR HOLDERS OF THE H SHARES

As at the date of this notice, the directors of the Company are:

Executive directors:

Yin Jiaxu

Cui Xiaomei

Lu Xiaozhong

Shi Chaochun

James H McAdam

Non-executive directors:

Lu Guoji

Zhang Lungang

Joseph F Lee

Li Ming

Wu Xiaohua

Lau Man Yee, Vanessa

Independent non-executive directors:

Wang Xu

Peng Qifa

Chong Teck Sin



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: 8217)

**NOTICE OF THE 2010 FIRST CLASS MEETING
FOR HOLDERS OF THE DOMESTIC SHARES**

NOTICE IS HEREBY GIVEN that the 2010 first class meeting of the holders of the Domestic Shares (the "**Class Meeting for Holders of the Domestic Shares**") of Changan Minsheng APLL Logistics Co., Ltd. (the "**Company**") will be held at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the People's Republic of China (the "**PRC**") at 10:00 a.m. (or immediately after the conclusion or adjournment of the 2010 first extraordinary general meeting and the 2010 first class meeting for Holders of the H Shares) on 19 March 2010 to consider and approve (if thinks fit) the passing of following resolutions as special resolutions:

AS SPECIAL RESOLUTIONS

1. **"THAT**

- (a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the circular of the Company dated 1 February 2010), the proposed transfer of listing (the "**Transfer of Listing**") of the H Shares from the Growth Enterprise Market (the "**GEM**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") to the main board (the "**Main Board**") of the Stock Exchange, be hereby approved;
- (b) the board of directors (the "**Board**") of the Company be and are hereby authorized to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to (the "Authorization"):
 - (i) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission ("**CSRC**") for the Transfer of Listing;
 - (ii) determining the timetable thereof;
 - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the legal advisers); and

NOTICE OF CLASS MEETING FOR HOLDERS OF THE DOMESTIC SHARES

(iv) executing (with our without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder;

(c) Mr. Shi Chaochun, the executive director of the Company, is authorized to get the delegated authorization from the Board;

(d) to approve the expiry date for the resolutions on the Transferring is one year, counted since the date of the approval by the general meeting.”

2. **"THAT**

(a) subject to the passing of special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of association of the Company incorporating the Articles Amendments (as defined and described in the Appendix II of the circular of the Company dated 1 February 2010) be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board and that the Board be and are hereby authorized to make further amendments to the same in accordance with the relevant laws, rules and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities;

(b) the Board of the Company be and are hereby authorized to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to make application for approval of, registration of or filing the amended articles of association of the Company to the relevant government authorities of the PRC and Hong Kong and making further amendments as the governmental authorities of the PRC may require.

(c) Mr. Shi Chaochun, the executive director of the Company, is authorized to get the delegated authorization from the Board."

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

Chongqing, the PRC
1 February 2010

** For identification purpose only*

NOTICE OF CLASS MEETING FOR HOLDERS OF THE DOMESTIC SHARES

Notes:

- (1) Any member entitled to attend and vote at the Class Meeting for Holders of the Domestic Shares is entitled to appoint in written form for one or more than one proxy to attend and vote at the Class Meeting for Holders of the Domestic Shares on his behalf. A proxy need not be a member of the Company. In the case of joint registered holders, the proxy form must be signed by any joint registered holder. In the case that any one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (2) The proxy form for the Class Meeting for Holders of the Domestic Shares is enclosed with the circular of the Company dated 1 February 2010 (the "Circular"). In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the office of the Board of the Company at No.561, Hongjin Road, Yubei District, Chongqing, the PRC (Zip Code:401121) not less than 24 hours before the time appointed for holding the Class Meeting for Holders of the Domestic Shares or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Class Meeting for Holders of the Domestic Shares or any adjourned meeting should you so wish.
- (3) Shareholders or their proxies shall present proofs of identities when attending the Class Meeting for Holders of the Domestic Shares.
- (4) The register of members of the Company will be closed from 17 February 2010 to 19 March 2010, 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 Class Meeting for Holders of the Domestic Shares and to vote as the Shareholders All transfers of the Domestic Shares of the Company should be finalised before the close of business on 12 February 2010. Shareholders of the Company whose name appears on the register of members of the Company at close of business on 18 March 2010 will be entitled to attend and vote at the Class Meeting for Holders of the Domestic Shares.
- (5) Shareholders of the Company who intend to attend the Class Meeting for Holders of the Domestic Shares should complete and return the reply slip enclosed with the Circular for attendance to the office of the Board of the Company at No.561, Hongjin Road, Yubei District, Chongqing, the PRC (Zip Code:401121) by hand or by post on or before 4:30 p.m., 27 February 2010 in accordance with the instructions printed thereon.
- (6) Shareholders attending the Class Meeting for holders of the Domestic Shares will be responsible for their own travelling and accommodation expenses.

NOTICE OF CLASS MEETING FOR HOLDERS OF THE DOMESTIC SHARES

As at the date of this notice, the directors of the Company are:

Executive directors:

Yin Jiaxu

Cui Xiaomei

Lu Xiaozhong

Shi Chaochun

James H McAdam

Non-executive directors:

Lu Guoji

Zhang Lungang

Joseph F Lee

Li Ming

Wu Xiaohua

Lau Man Yee, Vanessa

Independent non-executive directors:

Wang Xu

Peng Qifa

Chong Teck Sin