



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting ("AGM") of Changan Minsheng APLL Logistics Co., Ltd. (the "Company") will be held at the Company's meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, at 10:00 a.m. on 19 June 2009, to consider and approve (if thinks fit) the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors for the year ended 31 December 2008;
2. To consider and approve the Report of the Supervisory Committee for the year ended 31 December 2008;
3. To consider and approve the audited consolidated accounts and the Report of the Auditors for the year ended 31 December 2008;
4. To consider and approve the Financial Balancing Report for the year ended 31 December 2008;
5. To decide the declaration of a final dividend of RMB0.09 (including tax) per share of the Company for the year ended 31 December 2008;
6. To consider and approve the Fixed Assets Investment Plan for 2009 and authorized the board of directors of the Company ("the Board") to adjust such annual plans according to the actual situations;
7. To approve the framework agreement entered into between the Company and Binqi Zhuangbei Group Financial Limited Liability Company on 30 March 2009 and the conduct of the transactions as contemplated thereby, and the proposed caps in relation thereto.
8. To approve the framework agreement entered into between the Company and APL Logistics Ltd. on 30 March 2009 and the conduct of the Non-Exempt Continuing Connected Transactions regarding the provision of logistics services to APLL and its associates by the Company and its subsidiaries, and the proposed cap in relation thereto.

9. To consider and approve the re-appointment of PricewaterhouseCoopers as the 2009 international auditor of the Company, for a term to expire by the next AGM, and to authorize the Board to determine its remuneration; and the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Ltd. Co. as the 2009 PRC auditor of the Company, for a term to expire by the next AGM, and to authorize the the Board to determine its remuneration.
10. To approve the appointment of the members of the Board of the Company (for biography of candidates for directorship, please refer to note 9 to this notice).
 - 10.1 To approve the appointment of Ms. Cui Xiaomei as the executive director with a term commencing from the date of the AGM until the expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service or employment contracts with Ms. Cui Xiaomei on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
 - 10.2 To approve the appointment of Mr. Zhang Lungang as the non-executive director with a term commencing from the conclusion of the coming general meeting to the date of the annual general meeting to be convened in 2011 the date of the AGM until the expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service or employment contracts with Mr. Zhang Lungang on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
 - 10.3 To approve the appointment of Mr. Joseph F. Lee as the non-executive director with a term commencing from the date of the AGM until the expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service or employment contracts with Mr. Joseph F. Lee on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
11. To approve the appointment of the members of the Supervisory Committee of the Company (for biography of candidates for supervisors, please refer to note 10 to this notice).

To approve the appointment of Ms. Tang Dongmei as the supervisors in position of representative for shareholders with a term commencing from the date of the AGM until the expiry of the term of the session of the Supervisory Committee and to authorize the Board to fix the remuneration and to enter into service or employment contracts with Ms. Tang Dongmei on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;

SPECIAL RESOLUTIONS

12. To consider and approve the Amendments to the Articles of the Association (Such amendment shall be in effect pursuant to the approval of the relevant government organizations in the PRC) (please refer to note 11 to this notice).

By Order of the Board of Directors
Changan Minsheng APLL Logistics Co., Ltd.
Yin Jiaxu
Chairman

Chongqing, the PRC
24 April 2009

** For identification purpose only*

Notes:

- (1) The Company's register of members will be closed from 20 May 2009 to 19 June 2009 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares who wish to be eligible for voting and final dividend, will have to return all their instruments of transfer together with the relevant Share certificates to Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on 19 May 2009.

Pursuant to the "Enterprise Income Tax Law of the PRC" 《中華人民共和國企業所得稅法》 and the relevant implementing rules which came into effect on 1 January 2008 and the "Notice of the Issues concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Which are Overseas non-resident Enterprises" 《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》 issued by the State Administration of Taxation on 6 November 2008, the Company is required to withhold and pay corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H share register of members of the Company. Any shares registered in the names of non-individual registered shareholders (including HKSCC Nominees Limited, other corporate nominees, trustees or other entities and organisations) will be treated as being held by non-resident enterprise shareholder and will therefore be subject to the withholding of the corporate income tax. Shareholders and investors should peruse the contents above carefully. If shareholders' names appear on the H Shares register of members, please refer to nominees or trust organization for details of the relevant arrangements. The Company has no obligation and shall not be responsible for confirming the identities of the shareholders.

The Company will strictly comply with the law, and if the AGM approve the ordinary resolution No. 5 (that is to decide the declaration of a final dividend of RMB0.09 (including tax) per share of the Company for the year ended 31 December 2008), the Company will withhold and pay the corporate income tax on behalf of the relevant shareholders based on the H Shares register of members of the Company as at 18 June 2009. The Company will not accept any requests relating to any delay in confirming the identity of the shareholders or any errors in the identity of the shareholders.

- (2) Shareholders who intend to attend the AGM will have to return the completed reply slip to the Company's H share registrar Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in respect of H Shares) or the office of the Board of the Company at No. 561, Hongjin Road, Yuebei District, Chongqing, the PRC (postal code 401121) (in respect of domestic Shares, including non-H foreign Shares, same hereinafter) on or before 29 May 2009. The reply slip may be delivered by post, telegram or facsimile (Fax No.: (852) 2865 0990 or (8623) 89182221 ext. 2236).
- (3) A shareholder who has the right to attend and vote at the AGM is entitled to appoint a proxy or proxies (whether or not a member) to attend and vote on his or behalf (if only one proxy is appointed, when voting by show of hands and by poll; and if more than one proxy are appointed, then only when voting by poll). In the event more than one proxy are appointed, the instruments of appointment should indicate the class and number of Shares the proxies are representing.
- (4) Shareholders and their proxies should show their documents of identity when attending the meeting.
- (5) The instrument appointing a proxy must be made in writing under the hand of the appointor or his attorney duly notarized in writing. If the appointor is a legal person, the relevant instrument must bear the chop of the legal person, or submitted in person by a director or duly authorized person.
- (6) The instrument of appointment must be delivered to the Company's share registry Computershare Hong Kong Investor Services Limited (in respect of H Shares) or the office of the Board of the Company (in respect of domestic Shares) 24 hours before the commencement of the AGM.
- (7) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the AGM.
- (8) Shareholders attending the AGM will be responsible for their own traveling and accommodation expenses.
- (9) The biographical details of the candidates of the Board are set out in the Circular disclosed on 17 April 2009.
- (10) The biographical details of the candidates of the Supervisory Committee are set out in the Circular disclosed on 17 April 2009.
- (11) The details of Amendments to the Articles Association are set out in the Circular disclosed on 17 April 2009.

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

Executive directors:

Yin Jiaxu
Zhang Baolin
Lu Xiaozhong
Shi Chaochun
James H McAdam

Non-executive directors:

Lu Guoji
Huang Zhangyun
Daniel C. Ryan
Li Ming
Wu Xiaohua
Lau Man Yee, Vanessa

Independent non-executive directors:

Wang Xu
Peng Qifa
Chong Teck Sin