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重慶長安民生物流股份有限公司
CMA 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of CMA Logistics Co., Ltd. (the “Company”) will be held at Conference Room, No. 561, Hongjin Road, Yuebei District, Chongqing, the PRC on 31 May 2007 at 10:00 a.m., to consider and if thought fit, pass with or without modification the following resolutions:

ORDINARY RESOLUTIONS

“THAT:

1. to consider and approve the Report of the Board of Directors for the year ended 31 December 2006;
2. to consider and approve the Report of the Supervisory Committee for the year ended 31 December 2006;
3. to consider and approve the audited consolidated accounts and the Report of the Auditors for the year ended 31 December 2006;
4. to consider and approve the Report on Financial Matters of the Company for the year ended 31 December 2006;
5. to consider and approve the Company’s investment plans for 2007;
6. to consider and approve the change of use of proceeds:

As the Company plans to operate the logistics project for the Nanjing factory of Changan Ford Mazda Automobile Co., Ltd. (“Changan Ford Mazda”) through the Nanjing joint venture logistics company, the Company’s investment is reduced to RMB51,000,000; it is estimated that the contribution of such investment into the Nanjing joint venture company will be completed in two years; in order to coordinate with the production capacity expanding plan of Changan Ford Mazda’s Chongqing factory, the Company needs to purchase land and carry out the related construction of components and parts distribution facilities and finished vehicle warehousing and distribution facilities. Therefore, it is

proposed that the investment in “Phase I and phase II of the Nanjing RDC for Changan Ford Mazda” be reduced to HK\$24,000,000, and that the remaining HK\$40,000,000 be used for the construction of logistics facilities to fulfill the demand from the production capacity expanding of the Chongqing factory of Changan Ford Mazda.

7. to decide the declaration of a final dividend of RMB0.08 (including tax) per share of the Company (“Share”) for the year ended 31 December 2006;
8. to consider and approve the re-appointment of PricewaterhouseCoopers as its 2007 international auditor, for a term to expire by the next AGM, and to authorize the board of directors of the Company (the “Board”) to determine its remuneration; to consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Ltd. Co. as its 2007 PRC auditor, for a term to expire by the next AGM, and to authorize the Board to determine its remuneration.”

SPECIAL RESOLUTIONS

9. Amendment of the Company’s articles of association (the “Articles of Association”).

As Chongqing Changan Sanchan Industrial Company Limited, the Company’s shareholder, has changed its name to Chongqing Changan Industrial Limited, the relevant articles of the Articles of Association need to be amended. These amendments need to be approved by the relevant department of the PRC Government.

10. By way of a special resolution, to consider, and if thought fit, to pass the following resolution:
 - (1) there be granted to the Board an unconditional general mandate (“general mandate”) to allot, issue and deal with additional Shares in the capital of the Company, whether domestic Shares or H Shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted by the Board, otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the Articles of Association:
 - (i) the domestic Shares shall not exceed 20 per cent of the aggregate nominal amount of domestic Shares of the Company in issue at the date of the passing of this Resolution; and
 - (ii) the H Shares shall not exceed 20 per cent of the aggregate nominal amount of H Shares of the Company in issue at the date of the passing of this Resolution, in each case as at the date of this Resolution; and

- (c) the Board will only exercise its power under such mandate in accordance with the relevant provisions of the Company Law of the People's Republic of China (the "PRC") (as amended from time to time) and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
 - (b) the expiration of the 12-month period following the passing of this Resolution; or
 - (c) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) contingent on the Board resolving to issue Shares pursuant to sub-paragraph (1) of this Resolution, authorize the Board to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);
 - (b) determine the use of proceeds and make all necessary filing to the relevant authorities in the PRC and/or Hong Kong (if required);
 - (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing Shares pursuant to sub-paragraph (1) of this Resolution, to register the increased capital with the relevant authorities in the PRC; and
 - (d) to make such amendments to the Articles of Association accordingly as it thinks fit so as to reflect the new capital and/or new capital structure of the Company."

By order of the Board
CMA Logistics Co., Ltd.
Yin Jiayu
Chairman

Chongqing, the PRC
12 April 2007

Notes:

- (1) The Company's register of members will be closed from 1 May 2007 to 30 May 2007 (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 before 4:30 p.m. on 30 April 2007.
- (2) Shareholders who intend to attend the AGM will have to return the completed reply slip to the Company's share registrar Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th 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 11 May 2006. The reply slip may be delivered by post, telegram or facsimile (Fax No.: (852) 28650990 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 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.

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

Executive directors:

Yin Jiayu
Huang Zhangyun
Lu Xiaozhong
Shi Chaochun
James H McAdam

Non-executive directors:

Lu Guoji
Daniel C. Ryan
Zhang Baolin
Cao Dongping
Wu Xiaohua
Lau Man Yee, Vanessa

Independent non-executive directors:

Wang Xu
Peng Qifa
Chong Teck Sin

The directors of CMA Logistics Co., Ltd collectively and individually accept full responsibility of this announcement. This announcement includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange of Hong Kong for the purpose of giving information with regard to CMA Logistics Co., Ltd. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the pages of “Latest Company Announcement” on the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting.

** For identification purpose only*