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**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 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 Conference Room, No. 561, Hongjin Road, Yubei District, Chongqing, the PRC on 20 June 2008 (Friday) at 10:00 a.m., to consider and approve (if thought fit) the following resolutions:

### **ORDINARY RESOLUTIONS**

**THAT:**

1. to consider and approve the Report of the Board of Directors for the year ended 31 December 2007;
2. to consider and approve the Report of the Supervisory Committee for the year ended 31 December 2007;
3. to consider and approve the audited consolidated accounts and the Report of the Auditors for the year ended 31 December 2007;
4. to consider and approve the Report on Financial Matters of the Company for the year ended 31 December 2007;
5. to consider and approve the Company’s investment plans for 2008;
6. 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 2007;
7. to consider and approve the re-appointment of PricewaterhouseCoopers as its 2008 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 2008 PRC auditor, for a term to expire by the next AGM, and to authorize the Board to determine its remuneration.

8. to approve the appointment of the members of the second session of the Board of the Company (for biography of candidates for directorship, please refer to note 9 to this notice).
- 8.1 to approve the appointment of Mr. Yin Jiaxu as the executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Yin Jiaxu on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.2 to approve the appointment of Mr. Zhang Baolin as the executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Zhang Baolin on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.3 to approve the appointment of Mr. Lu Xiaozhong as the executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Lu Xiaozhong on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.4 to approve the appointment of Mr. Shi Chaochun as the executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Shi Chaochun on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.5 to approve the appointment of Mr. James H McAdam as the executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. James H McAdam on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.6 to approve the appointment of Mr. Lu Guoji as the non-executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Lu Guoji on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;

- 8.7 to approve the appointment of Mr. Daniel C. Ryan as the non-executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Daniel C. Ryan on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.8 to approve the appointment of Mr. Huang Zhangyun as the non-executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Huang Zhangyun on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.9 to approve the appointment of Mr. Li Ming as the non-executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Li Ming on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.10 to approve the appointment of Mr. Wu Xiaohua as the non-executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Wu Xiaohua on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.11 to approve the appointment of Ms. Lau Man Yee, Vanessa as the non-executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Ms. Lau Man Yee, Vanessa on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.12 to approve the appointment of Ms. Wang Xu as the independent non-executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Ms. Wang Xu on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;

- 8.13 to approve the appointment of Mr. Peng Qifa as the independent non-executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Peng Qifa on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 8.14 to approve the appointment of Mr. Chong Teck Sin as the independent non-executive director, for the second session of the Board with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Chong Teck Sin on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.
9. to approve the appointment of the members of the second session of the Supervisory Committee of the Company (for biography of candidates for supervisors, please refer to note 10 to this notice).
- 9.1 to approve the appointment of Mr. Hua Zhanbiao as the supervisors in position of representative for shareholders for the second session of supervisors with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Hua Zhanbiao on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 9.2 to approve the appointment of Mr. Tang Yizhong as the supervisors in position of representative for shareholders for the second session of supervisors with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Tang Yizhong on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 9.3 to approve the appointment of Mr. Wu Jun as the supervisors in position of representative for shareholders for the second session of supervisors with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011 and to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with Mr. Wu Jun on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters;
- 9.4 to authorize the board of directors of the Company to fix the remuneration and to enter into service or employment contracts with the two supervisors in position of representative for labor union (with a term of three years commencing from the conclusion of the coming annual general meeting to the date of the general meeting to be convened in 2011) on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

## SPECIAL RESOLUTIONS

### 10. Amendments to the Articles

In view of that one of the domestic shares shareholders of the Company decides to transfer its holding shares of the Company to its subsidiary, Clause 18 of the Articles of the Company needs to be amended. The original Clause 18 is:

“As approved by the China Securities Regulatory Commission of the State Council, the Company, after its incorporation, initially issued 55,000,000 foreign invested shares, which have been listed abroad in Hong Kong since February 2006 (including the 5,000,000 state-owned shares sold by the state-owned shareholders). The total number of the existing issued ordinary shares of the Company is 162,064,000 shares. The Company’s shareholders and the shareholding status are as follows:

Changan Automobile Company (Group) Limited	holds 39,029,088 shares which is 24.08% of the total share capital;
APL Logistics Ltd	holds 33,619,200 shares which is 20.74% of the total share capital;
Minsheng Industrial (Group) Co., Ltd.	holds 25,774,720 shares which is 15.91% of the total share capital;
Ming Sung Industrial Co., (HK) Limited	holds 7,844,480 shares which is 4.84% of the total share capital;
Chongqing Changan Sanchan Industrial Company Limited	holds 796,512 shares which is 0.49% of the total share capital;
Shareholders of the foreign capital share listed abroad	jointly hold 55,000,000 shares which are 33.94% of the total share capital.”

Be amended as

“As approved by the China Securities Regulatory Commission of the State Council, the Company, after its incorporation, initially issued 55,000,000 foreign invested shares, which have been listed abroad in Hong Kong since February 2006 (including the 5,000,000 state-owned shares sold by the state-owned shareholders). The total number of the existing issued ordinary shares of the Company is 162,064,000 shares. The Company’s shareholders and the shareholding status are as follows:

Changan Automobile Company (Group) Limited	holds 39,029,088 shares which is 24.08% of the total share capital;
APL Logistics Ltd	holds 33,619,200 shares which is 20.74% of the total share capital;
Minsheng Shipping Company Limited	holds 25,774,720 shares which is 15.91% of the total share capital;
Ming Sung Industrial Co., (HK) Limited	holds 7,844,480 shares which is 4.84% of the total share capital;
Chongqing Changan Industrial Company Limited	holds 796,512 shares which is 0.49% of the total share capital;
Shareholders of the foreign capital share listed abroad	jointly hold 55,000,000 shares which are 33.94% of the total share capital.”

Such amendment shall be in effect pursuant to the approval of the relevant equity transferring and the amendments to the Articles of the Company accordingly by the relevant government organizations in the PRC.

By order of the Board  
**Changan Minsheng APLL Logistics Co., Ltd.**  
**Yin Jiayu**  
*Chairman*

Chongqing the PRC, 5 May 2008

**Notes:**

- (1) The Company's register of members will be closed from 21 May 2008 to 20 June 2008 (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 20 May 2008.
- (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 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 30 May 2008. 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 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 new session of the Board are set out in the Circular disclosed on 5 May 2008.
- (10) The biographical details of the candidates of the new session of the Supervisory Committee are set out in the Circular disclosed on 5 May 2008.

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

**Executive directors:** Yin Jiaxu, Huang Zhangyun, Lu Xiaozhong, Shi Chaochun, James H McAdam

**Non-executive directors:** Lu Guoji, Zhang Baolin, Daniel C. Ryan, Cao Dongping, Wu Xiaohua, Lau Man Yee, Vanessa

**Independent non-executive directors:** Wang Xu, Peng Qifa, Chong Teck Sin

*The directors of Changan Minsheng APLL 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 Changan Minsheng APLL 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.*

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*\* For identification purpose only*