



## 重慶長安民生物流股份有限公司

### **Changan Minsheng APLL Logistics Co., Ltd. \***

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 01292)**

### **FORM OF PROXY**

**Form of proxy for use by shareholders at the 2019 first extraordinary general meeting (“Meeting” or “EGM”) of Changan Minsheng APLL Logistics Co., Ltd. (the “Company”) to be held at the Conference Room, No. 1881, Jinkai Road, Yubei District, Chongqing, the People’s Republic of China on 20 December 2019 at 10:00 a.m. and at any adjournment thereof.**

I/We (Note 2) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (Note 3) share(s) of RMB1.00 each in the capital of the Company  
hereby appoint \_\_\_\_\_  
of \_\_\_\_\_

or the chairman of the Meeting to act as my/our proxies (Note 4) to attend, act and vote on my/our behalf at the Meeting of the Company to be held at the Conference Room, No. 1881, Jinkai Road, Yubei District, Chongqing, the People’s Republic of China on 20 December 2019 at 10:00 a.m. and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) for the purposes of considering and, if thought fit, voting on my/our behalf and in my/our name(s) in respect of the resolutions set out in the Notice of the Meeting as below:

<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b> <i>(Note 5)</i>	<b>AGAINST</b> <i>(Note 5)</i>
1. To consider and approve the proposed cap of RMB4,060,000,000 for the year ending 31 December 2020 in relation to the provision of logistics services (including but not limited to the following logistics services: finished vehicle transportation, tire assembly, and supply chain management for car raw materials, components and parts) by the Company and its subsidiaries to Chongqing Changan Automobile Co., Ltd. (“Changan Automobile”) and its associates contemplated under the framework agreement entered into between the Company and Changan Automobile on 30 October 2017 and that the said framework agreement is hereby confirmed and ratified		
2. To consider and approve the proposed cap of RMB95,000,000 for the year ending 31 December 2020 in relation to the provision of logistics services (including but not limited to the following logistics services: finished vehicle transportation, tire assembly, supply chain management for car raw materials, components and parts; and logistics services for non-automobile products, such as transformer, steel, optical product and specialty product) by the Company and its subsidiaries to China Changan Automobile Group Company Limited (“China Changan”) and its associates contemplated under the framework agreement entered into between the Company and China Changan on 30 October 2017 and that the said framework agreement is hereby confirmed and ratified		
3. To consider and approve the proposed cap of RMB265,000,000 for the year ending 31 December 2020 in relation to the purchase of logistics services from Minsheng Industrial (Group) Co., Ltd. (“Minsheng Industrial”) and its associates by the Company and its subsidiaries contemplated under the framework agreement entered into between the Company and Minsheng Industrial on 30 October 2017 for the purpose of purchasing logistics services from Minsheng Industrial and its associates and that the said framework agreement is hereby confirmed and ratified		
4. To consider and approve proposed maximum daily balance on the deposits (i.e. RMB200,000,000) for the year ending 31 December 2020 in relation to the provision of deposit services by Binqi Zhuangbei Group Financial Limited Liability Company (“Zhuangbei Finance”) to the Company and its subsidiaries contemplated under the framework agreement entered into between the Company and Zhuangbei Finance on 30 October 2017 and that the said framework agreement is hereby confirmed and ratified		

5. To consider and approve the proposed cap of RMB23,000,000 for the year ending 31 December 2020 in relation to the provision of logistics services by the Company and its subsidiaries to Minsheng Industrial and its associates contemplated under the framework agreement entered into between the Company and Minsheng Industrial on 30 October 2017 for the purpose of provision of logistics services to Minsheng Industrial and its associates and that the said framework agreement is hereby confirmed and ratified		
<b>SPECIAL RESOLUTION</b>		
6. To consider and approve the amendments to the Articles of Association of the Company		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2019,

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

**Notes:**

1. For details of the proposed resolutions, please refer to the NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING dated 4 November 2019 issued by the Company.

2. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.

3. Please insert the number of share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).

4. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. If any proxy other than the chairman of the Meeting is preferred, please delete the words “or the chairman of the Meeting” and insert the full name(s) and address(es) of the proxy/proxies desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person in order to represent you.

**5. IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK ( “ ✓ ” ) IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ( “ ✓ ” ) IN THE RELEVANT BOX MARKED “AGAINST”.** If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick ( “ ✓ ” ) in the relevant box. A shareholder (including his proxy/proxies) entitled to two or more votes need not cast all his votes in the same way. Failure to tick ( “ ✓ ” ) or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution (or amendment thereto) properly put to the Meeting other than those set out in the notice convening the Meeting.

6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of shareholders in respect of the joint holding. Only one of the joint holders needs to sign.

7. The form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.

8. To be valid, this form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the offices of the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in respect of H Shares) or the office of the board of directors of the Company at No.1881, Jinkai Road, Yubei District, Chongqing, the PRC (postal code: 401122) (in respect of domestic shares, including non-H foreign shares) not later than 24 hours before the time appointed for holding the Meeting (i.e. before 10:00 a.m. on 19 December 2019) or any adjourned thereof.

9. Any alteration made to this form of proxy must be initialed by the person who signs it.

10. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

\* For identification purpose only