



**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)

**FORM OF PROXY**

**Form of proxy for use by shareholders at the annual general meeting ("Meeting") of Changan Minsheng APLL Logistics Co., Ltd. to be held at the Conference Room, No. 561 Hongjin Road, Yubei District, Chongqing, the People's Republic of China on 20 June 2008 at 10:00 a.m. and at any adjournment thereof.**

I/We (Note 1) \_\_\_\_\_  
 Of \_\_\_\_\_  
 being the registered holder(s) of \_\_\_\_\_ (Note 2) share(s) of RMB1.00 each in the capital of the Company hereby appoint \_\_\_\_\_  
 of \_\_\_\_\_  
 or failing him \_\_\_\_\_  
 of \_\_\_\_\_  
 or the chairman of the Meeting to act as my/our proxies (Note 3) to attend, act and vote on my/our behalf at the Meeting of the Company to be held at the Conference Room, No. 561, Hongjin Road, Yubei District, Chongqing, the People's Republic of China on 20 June 2008 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, to vote on my/our behalf and in my/our name(s) in respect of the resolutions set out in the Notice of the Meeting as directed below:

<b>Ordinary resolutions (Note 5)</b>	<b>FOR (Note 4)</b>	<b>AGAINST (Note 4)</b>
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.		

<p>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;</p>		
<p>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. 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;</p>		
<p>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;</p>		
<p>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;</p>		
<p>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;</p>		
<p>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;</p>		
<p>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;</p>		
<p>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;</p>		
<p>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;</p>		

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.		
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.		

<b>Special resolutions (Note 5)</b>		
10. Amendments to the Articles		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2008,

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

*Notes:*

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. 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).
3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote (on show of hand and on a poll if a proxy is appointed, however, if more than one proxy is appointed, by poll only) on his behalf. A proxy need not be a member of the Company. If any proxy other than the chairman of the Meeting is preferred, please delete the words "the chairman of the Meeting or" 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.
4. 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 RESOLUTIONS, 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. On a poll taken at the Meeting, 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.
5. 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 or shareholders in respect of the joint holding. Only one of the joint holders needs to sign.
6. 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.
7. 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 Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong or the office of the board of directors of the Company at No.561, Hongjin Road, Yubei District, Chongqing, the PRC (postal Code 401121) (in respect of domestic shares, including non-H foreign shares, same hereinafter) not later than 24 hours before the time appointed for holding the Meeting or any adjourned thereof.
8. Any alteration made to this form of proxy must be initialed by the person who signs it.
9. 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.
10. The register of shareholders of the Company will be closed from 21 May 2008 to 20 June 2008 (both days inclusive), during which no transfer of the Company's shares will be effected. Any holder of the shares of the Company whose name appear on the Company's register of shareholders of the Company at close of business on 20 June 2008 and have completed the registration process will be entitled to attend and vote at the Meeting.

\* For identification purposes only