



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 2014 second extraordinary general meeting (“Meeting” or “EGM”) of Changan Minsheng APLL Logistics Co., Ltd. (the “Company”) to be held at the Conference Room, No. 561 Hongjin Road, Yubei District, Chongqing, the People’s Republic of China on 30 December 2014 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. 561, Hongjin Road, Yubei District, Chongqing, the People’s Republic of China on 30 December 2014 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:

ORDINARY RESOLUTIONS	FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>
1. To consider and approve the framework agreement entered into between the Company and Chongqing Changan Automobile Co., Ltd. (“Changan Automobile”) on 14 November 2014 and the conduct of the non-exempt continuing connected transactions regarding the provision of supply chain management services for vehicles and car raw materials, components and parts by the Company and its subsidiaries to Changan Automobile and its associates for the three years ending 31 December 2017, and the proposed annual caps in relation thereto;		
2. To consider and approve the framework agreement entered into between the Company and Minsheng Industrial (Group) Co., Ltd. (“Minsheng Industrial”) on 14 November 2014 and the conduct of the non-exempt continuing connected transactions regarding the purchase of logistics services from Minsheng Industrial and its associates by the Company and its subsidiaries for the three years ending 31 December 2017, and the proposed annual caps in relation thereto;		
3. To consider and approve the framework agreement entered into between the Company and Chongqing Changan Construction Limited Company (“Changan Construction”) on 14 November 2014 and the conduct of the non-exempt continuing connected transactions regarding the purchase of engineering construction services from Changan Construction and its associates by the Company and its subsidiaries for the three years ending 31 December 2017, and the proposed annual caps in relation thereto;		
4. To consider and approve the framework agreement entered into between the Company and Binqi Zhuangbei Group Financial Limited Liability Company (“Zhuangbei Finance”) on 14 November 2014 and the conduct of the non-exempt continuing connected transactions and major transaction regarding, among other things, the		

provision of deposit services by Zhuangbei Finance and its associates to the Company and its subsidiaries for the three years ending 31 December 2017, and the proposed maximum daily balance on the deposits under the framework agreement;		
5. To consider and approve subscription agreement entered into between the Company as one of the participating parties and the non-participating existing shareholders of Zhuangbei Finance on 15 October 2014 in relation to subscription of new registered capital of Zhuangbei Finance and the conduct of the discloseable and connected transaction regarding the Company's subscription of 17,000,000 shares to be issued by Zhuangbei Finance at a subscription price of RMB28,900,000.		

Dated the _____ day of _____ 2014,

Shareholders signature: _____ (Note 6)

Notes:

1. For details of the proposed resolutions and the meanings of the defined terms, please refer to the Notice of the 2014 Second Extraordinary General Meeting dated 14 November 2014 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in respect of H Shares) 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) not later than 24 hours before the time appointed for holding the Meeting 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