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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Changan Minsheng APLL Logistics Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of Changan Minsheng APLL Logistics Co., Ltd. collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Changan Minsheng APLL Logistics Co., Ltd. The directors of Changan Minsheng APLL Logistics Co., Ltd., having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



**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)

**PROPOSED APPOINTMENT OF NEW DIRECTOR**

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*A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 24 September 2010 is set out in pages 3 to 5 of this circular.*

*The notices convening the EGM of Changan Minsheng APLL Logistics Co., Ltd. to be held at 10:00 a.m. on 10 November 2010 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC are set out on pages 6 to 7 of this circular.*

*Proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the office of the Board of the Company at No.561, Hongjin Road, Yubei District, Chongqing, the PRC (Zip Code:401121) (for the holders of the Domestic Shares only (in respect of domestic shares, including non-H foreign shares)), as soon as possible and in any event not less than 24 hours before the time appointed for holding the relevant meeting or any adjournment thereof. Completion and delivery of the proxy forms will not prevent you from attending, and voting in person at, the meeting or any adjournment thereof if you so wish.*

*This circular will remain on the GEM website ([www.hkgem.com](http://www.hkgem.com)) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*

*\* For identification purpose only*

24 September 2010

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

"Board"	the board of directors of the Company
"Changan Industry Co."	Chongqing Changan Industry (Group) Co., Ltd., a limited liability company established in China on 28 October 1996, formerly named Changan Automobile Company (Group) Limited (長安汽車(集團) 有限責任公司)
"China" or "PRC"	The People's Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
"Company"	重慶長安民生物流股份有限公司 (Changan Minsheng APLL Logistics Co., Ltd.)
"Directors"	directors of the Company
"GEM Listing Rules"	Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
"Group"	the Company and its subsidiaries from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"2010 Second Extraordinary General Meeting" or "EGM"	the second extraordinary general meeting of 2010 to be held by the Company at 10:00 a.m. on 10 November 2010 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, to consider the appointment of new director of the Company
"SFO"	Securities and Futures Ordinance, Cap.571 of the laws of Hong Kong
"Shareholders"	shareholders of the Company



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*Executive directors:*

Yin Jiayu  
Cui Xiaomei  
Lu Xiaozhong  
Shi Chaochun  
William K Villolan

*Registered Office:*

Liangjing Village  
Yuanyang Town  
Yubei District  
Chongqing  
The PRC

*Non-executive directors:*

Lu Guoji  
Zhang Lungang  
Danny Goh Yan Nan  
Li Ming  
Wu Xiaohua  
Lau Man Yee, Vanessa

*Principal place of business*

*in Hong Kong:*  
16/F., 144-151  
Singa Commercial Centre  
Connaught Road West  
Hong Kong

*Independent non-executive directors:*

Wang Xu  
Peng Qifa  
Chong Teck Sin

\* *For identification purpose only*

24 September 2010

*To the Shareholders*

## **PROPOSED APPOINTMENT OF NEW DIRECTOR**

### **A. INTRODUCTION**

Reference is made to the announcement published by the Company on 15 September 2010.

The purpose of this circular is to set out, amongst other things the information of the candidate of the proposed new director in order to allow you to make an informed decision on voting in respect of the ordinary resolution regarding the appointment of new director to be proposed at the EGM.

## **B. PROPOSED APPOINTMENT OF NEW DIRECTOR**

Given that Mr. Yin Jiayu will be resigned as an executive director of the Company with effect from the date on which the 2010 Second Extraordinary General Meeting of the Company is convened (please refer to the Company's announcement published on 15 September 2010), the Board received from its substantial shareholders Changan Industry Co. the nomination of Mr. Shi Yubao as a candidate for the executive director. The Board has duly conducted the qualification verification of the relevant candidate. Mr. Shi Yubao will be the candidate for executive director of the Company.

The biography of the candidate of the new director is set out below:

### **Candidate for Executive Director**

#### **Mr. Shi Yubao**

Mr. Shi Yubao, aged 57, was graduated from Chongqing University in 2003, holding a Master's degree of Business Administration. Mr. Shi Yubao now serves as Chairman of the board, secretary of the CPC committee and chairman of labour union of Chongqing Changan Industry (Group) Liability Co., Ltd; chairman of the board of Chongqing Changan Real Estate Liability Co., Ltd. Mr. Shi Yubao is also a member of the 15th executive committee of China national general labour union, a member of the 3rd labour union committee of Chongqing general labour union and a member of the expert group evaluating committee for Chongqing Enterprise Management Excellence evaluation. Mr. Shi Yubao had served as general manager, Chongqing Changan Industry (Group) Liability Co., Ltd; executive deputy secretary of the CPC committee, chairman of labour union, former Changan Automobile Company (Group) Limited; chairman of supervisory committee of Chongqing Changan Automobile Co., Ltd and so on.

Save as disclosed above, Mr. Shi Yubao has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Shi Yubao does not hold any other positions with the Company or other members of the Group and does not have any relationships with any directors, senior management, substantial or controlling shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the SFO. If Mr. Shi Yubao was elected as an executive director at the 2010 Second Extraordinary General Meeting, the Company and Mr. Shi Yubao will enter into a service agreement in relation to the appointment of Mr. Shi Yubao as an executive director of the Company. Mr. Shi Yubao will be entitled to director's emoluments which are to be determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval by the shareholders at general meeting.

Save as disclosed above, Mr. Shi Yubao is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor had he any information needed to be disclosed under GEM Listing Rules 17.50(2)(h) to (v).

## **C. EXTRAORDINARY GENERAL MEETING**

The Company will convene the EGM to consider the appointment of the new director of the Company. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding such meeting.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or at any adjourned meetings should you wish.

**D. CLOSURE OF REGISTER OF HOLDERS OF H SHARES**

The register of holders of H Shares will be closed from 11 October 2010 to 10 November 2010, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM, all transfer documents of H Shares accompanied by the relevant share certificate(s) must be lodged with the Computershare Hong Kong Investor Services Limited at Rooms 1712 – 1716, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 8 October 2010.

**E. RECOMMENDATION**

The Directors consider that the ordinary resolution for the appointment of Mr. Shi Yubao to be the executive director of the Company is in the interests of the Company and the shareholders as a whole. Accordingly, the Directors recommend that all shareholders vote in favour of the resolution to be proposed at the EGM as set out in the notice of the EGM.

**F. RESPONSIBILITY STATEMENT**

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

On behalf of the Board  
**Changan Minsheng APLL Logistics Co., Ltd.**  
**Shi Chaochun**  
*Executive Director*



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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2010 second extraordinary general meeting ("EGM") of Changan Minsheng APLL Logistics Co., Ltd. (the "Company") will be held at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the People's Republic of China, at 10:00 a.m. on 10 November 2010, to consider and approve (if thinks fit) the passing of following resolution:

**AS ORDINARY RESOLUTION: Proposal on Election of Director of the Company**

To approve the appointment of Mr. Shi Yubao as the executive director of the Company for a term commencing from the conclusion of the EGM until the expiry of the term of the current session of the Board 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 Yubao 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 (for biography of the candidate for directorship, please refer to note 9 to this notice).

By Order of the Board of Directors  
**Changan Minsheng APLL Logistics Co., Ltd.**  
**Shi Chaochun**  
*Executive Director*

Chongqing, the PRC  
24 September 2010

*\* For identification purpose only*

**Notes:**

- (1) The Company's register of members will be closed from 11 October 2010 to 10 November 2010 (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, will have to return all their instruments of transfer together with the relevant Share certificates to Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on 8 October 2010.
- (2) Shareholders who intend to attend the EGM will have to return the completed reply slip to the Company's H share registrar Computershare Hong Kong Investor Services Limited at 17M 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 21 October 2010. The reply slip may be delivered by post, telegram or facsimile (Fax No. for H shareholders is (852) 2865 0990 or Fax No. for domestic shareholders is (8623) 89182265).



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (3) A shareholder who has the right to attend and vote at the EGM 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 is 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 EGM.
- (7) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the EGM.
- (8) Shareholders attending the EGM will be responsible for their own traveling and accommodation expenses.
- (9) Biography of the candidate for director is set out in the Circular dated 24 September 2010.

As at the date of this notice, the board of the Company comprises:

*Executive directors:*

Mr. Yin Jiaxu  
Ms. Cui Xiaomei  
Mr. Lu Xiaozhong  
Mr. Shi Chaochun  
Mr. William K Villolan

*Non-executive directors:*

Mr. Lu Guoji  
Mr. Zhang Lungang  
Mr. Danny Goh Yan Nan  
Mr. Li Ming  
Mr. Wu Xiaohua  
Ms. Lau Man Yee, Vanessa

*Independent non-executive directors:*

Ms. Wang Xu  
Mr. Peng Qifa  
Mr. Chong Teck Sin