



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 FOR USE AT THE 2010 FIRST CLASS MEETINGS FOR HOLDERS OF THE DOMESTIC SHARES (THE "MEETING") TO BE CONVENED ON 19 MARCH 2010**

Form of proxy for use by shareholders at the Meeting of Changan Minsheng APLL Logistics Co., Ltd. (the "Company") to be held at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the People's Republic of China on 19 March 2010 at 10:00 a.m. (or immediately after the conclusion or adjournment of the 2010 first extraordinary general meeting and the 2010 first class meeting for Holders of the H Shares) 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 failing him \_\_\_\_\_

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 19 March 2010 at 10:00 a.m. (or immediately after the conclusion or adjournment of the 2010 first extraordinary general meeting and the 2010 first class meeting for Holders of the H Shares) 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:

SPECIAL RESOLUTIONS <i>(Note 5)</i>	For <i>(Note 5)</i>	Against <i>(Note 5)</i>
1. <b>"THAT</b> a. conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the circular of the Company dated 1 February 2010), the proposed transfer of listing (the <b>"Transfer of Listing"</b> ) of the H Shares from the Growth Enterprise Market (the <b>"GEM"</b> ) of The Stock Exchange of Hong Kong Limited (the <b>"Stock Exchange"</b> ) to the main board (the <b>"Main Board"</b> ) of the Stock Exchange, be hereby approved;		

<p>b. the board of directors (the "<b>Board</b>") of the Company be and are hereby authorized to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to (the "Authorization" ):</p> <ul style="list-style-type: none"> <li>i. making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission ("<b>CSRC</b>") for the Transfer of Listing;</li> <li>ii. determining the timetable thereof;</li> <li>iii. entering into any documents/agreements (including but not limited to any agreements for the engagement of the legal advisers); and</li> <li>iv. executing (with our without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Directors in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder;</li> </ul> <p>c. Mr. Shi Chaochun, the executive director of the Company, is authorized to get the delegated authorization from the Board;</p> <p>d. to approve the expiry date for the resolutions on the Transferring is one year, counted since the date of the approval by the general meeting."</p>		
<p><b>SPECIAL RESOLUTIONS</b> <i>(Note 5)</i></p>	<p><b>For</b> <i>(Note 5)</i></p>	<p><b>Against</b> <i>(Note 5)</i></p>
<p>2. "<b>THAT</b></p> <p>a. subject to the passing of special resolution no.1 above and conditional upon the completion of the Transfer of Listing, the amended articles of association of the Company incorporating the Articles Amendments (as defined and described in the Appendix II of the circular of the Company dated 1 February 2010) be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board and that the Board be and are hereby authorized to make further amendments to the same in accordance with the relevant laws, rules and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities;</p> <p>b. the Board of the Company be and are hereby authorized to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to make application for approval of, registration of or filing the amended articles of association of the Company to the relevant government authorities of the PRC and Hong Kong and making further amendments as the governmental authorities of the PRC may require;</p>		

c. Mr. Shi Chaochun, the executive director of the Company, is authorized to get the delegated authorization from the Board."		
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Dated the \_\_\_\_ day of \_\_\_\_\_ 2010. Shareholders signature: \_\_\_\_\_ (Note 6)

*Notes:*

1. For details of the proposed resolutions and the meanings of the defined terms, please refer to the circular dated 1 February 2010 issued by the Company. In respect of the holders of the domestic shares who will use this form of proxy, the domestic shares including non-H foreign shares.
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 (the voting in relation to the form of proxy is voting 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.
5. IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK ("√") 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.
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 or 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 authorized in writing, or in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorized.

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 office of the Board of the Company at No.561, Hongjin Road, Yubei District, Chongqing, the PRC(Zip Code:401121) 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.
11. The register of shareholders of the Company will be closed from 17 February 2010 to 19 March 2010 (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 18 March 2010 and have completed the registration process will be entitled to attend and vote at the Meeting.