

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.

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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 the information contained in this circular 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.



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

A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 10 December 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 25 January 2011 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 EGM or any adjournment thereof. Completion and delivery of the proxy forms will not prevent you from attending, and voting in person at, the EGM or any adjournment thereof if you so wish.

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

** For identification purpose only*

10 December 2010

Characteristics of The Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Exchange")

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

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
"2011 First Extraordinary General Meeting" or "EGM"	the first extraordinary general meeting of 2011 to be held by the Company at 10:00 a.m. on 25 January 2011 at the meeting room, No.561 Hongjin Road, Yubei District, Chongqing, the PRC
"SFO"	Securities and Futures Ordinance, Cap.571 of the laws of Hong Kong
"Shareholders"	shareholders of the Company



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Executive directors:

Shi Yubao
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*

10 December 2010

To the Shareholders

PROPOSED APPOINTMENT OF NEW DIRECTOR

A. INTRODUCTION

Reference is made to the announcement published by the Company on 25 November 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 Ms. Cui Xiaomei will be resigned as an executive director of the Company with effect from the date on which the 2011 First Extraordinary General Meeting of the Company is to be convened (please refer to the Company's announcement published on 25 November 2010), the Board received from its substantial shareholder Changan Industry Co. the nomination of Mr. Gao Peizheng as a candidate for the executive director. The Board has duly conducted the qualification verification of the relevant candidate. Mr. Gao Peizheng 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. Gao Peizheng

Mr. Gao Peizheng, aged 43, graduated from Southwest University of Political Science and Law in 1989. Since Mr. Gao entered into former Changan Automobile (Group) Company Liability Limited, Mr. Gao had been served as Vice-division Chief of Audit & Supervision division of Audit & Supervision department and Vice-division Chief of Law Affairs division of Audit & Supervision department, Division Chief of Security division and Party Branch Secretary, Vice Minister of Audit & Supervision department, Minister of Social Working department and Party Branch Secretary, Assistant President and general counsel for former Changan Automobile (Group) Company Liability Limited from that time to December 2008; during the period, Mr. Gao also served as Director General of Changan Branch Bureau of Chongqing Public Security Bureau. From December 2008 to October 2010, Mr. Gao served as Deputy Secretary of Discipline Inspection Commission, Minister of Audit & Supervision department and Party Branch Secretary, Minister of Reform and Social Working department and Party Branch Secretary, Assistant President and general counsel for Changan Industry Co. and so on. Mr. Gao now serves as the Deputy Secretary of Party Commission, Secretary of Discipline Inspection Commission, Chairman of Trade Union and general counsel for Changan Industry Co.. Mr. Gao has over 20 years' of experience and has been mainly responsible for efficiency supervision, law affairs, trade mark and intellectual property rights protection, handle lawsuit or non-lawsuit case, safety guard, investigate into law case, audit & supervision, reform and reorganization, HRM and subsidiary company management and so on. So Mr. Gao has accumulated rich working experiences.

Save as disclosed above, Mr. Gao Peizheng has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Gao Peizheng 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. Gao Peizheng was elected as an executive director at the 2011 First Extraordinary General Meeting, the Company and Mr. Gao Peizheng will enter into a service agreement in relation to the appointment of Mr. Gao Peizheng as an executive director of the Company. Mr. Gao Peizheng 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. Gao Peizheng 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 Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

LETTER FROM THE BOARD

C. 2011 FIRST EXTRAORDINARY GENERAL MEETING

The Company will convene the EGM to consider the appointment of the new director of the Company. No shareholder is required to abstain from voting in connection with the matters to be resolved at the EGM. Holders of the H Shares of the Company whose names appear on the Company's register of H Shareholders of the Company at close of business on 24 January 2011 will be entitled to attend and vote at the EGM. Whether or not you are able to attend the EGM, 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 the EGM.

Completion and return of the form of proxy will 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 H SHAREHOLDERS

In order to determine the Shareholders who are entitled to attend and vote at the EGM, the register of H Shareholders will be closed from 26 December 2010 to 25 January 2011, 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 24 December 2010.

E. RECOMMENDATION

The Directors consider that the ordinary resolution for the appointment of Mr. Gao Peizheng 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 circular 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



重慶長安民生物流股份有限公司

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NOTICE OF 2011 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2011 first 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 25 January 2011, 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. Gao Peizheng 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. Gao Peizheng 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 director, 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
10 December 2010

** For identification purpose*

Notes:

- (1) In order to determine the Shareholders who are entitled to attend and vote at the EGM, the Company's register of H Shareholders will be closed from 26 December 2010 to 25 January 2011 (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 not later than 4:30 p.m. on 24 December 2010.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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 5 January 2011. 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).
- (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 EGM.
- (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 10 December 2010.

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

Executive directors:

Mr. Shi Yubao
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