



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. ("the Company") to be held at the Conference Room, No. 561 Hongjin Road, Yubei District, Chongqing, the People's Republic of China on 19 June 2009 (Friday) 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 19 June 2009 (Friday) 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 Report of the Board of Directors for the year ended 31 December 2008		
2. To consider and approve the Report of the Supervisory Committee for the year ended 31 December 2008		
3. To consider and approve the audited consolidated accounts and the Report of the Auditors for the year ended 31 December 2008		
4. To consider and approve the Financial Balancing Report for the year ended 31 December 2008		
5. To decide the declaration of a final dividend of RMB0.09 (including tax) per share of the Company for the year ended 31 December 2008		
6. To consider and approve the Fixed Assets Investment Plan for 2009 and authorized the board of directors of the Company (the "Board") to adjust such annual plans according to the actual situations		
7. To approve the framework agreement entered into between the Company and Binqi Zhuangbei Group Financial Limited Liability Company on 30 March 2009 and the conduct of the transactions as contemplated thereby, and the proposed caps in relation thereto		
8. To approve the framework agreement entered into between the Company and APL Logistics Ltd. on 30 March 2009 and the conduct of the Non-Exempt Continuing Connected Transactions regarding the provision of logistics services to APLL and its associates by the Company and its subsidiaries, and the proposed cap in relation thereto		
9. To consider and approve the re-appointment of PricewaterhouseCoopers as the 2009 international auditor of the Company, for a term to expire by the next AGM, and to authorize the Board to determine its remuneration; and the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Ltd. Co. as the 2009 PRC auditor of the Company, for a term to expire by the next AGM, and to authorize the Board to determine its remuneration		
10. To approve the appointment of the members of the Board of the Company		
10.1 To approve the appointment of Ms. Cui Xiaomei as the executive director with a term commencing from the date of the AGM until the expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service or employment contracts with Ms. Cui Xiaomei on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters		

10.2 To approve the appointment of Mr. Zhang Lungang as the non-executive director with a term commencing from the conclusion of the coming general meeting to the date of the annual general meeting to be convened in 2011 the date of the AGM until the expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service or employment contracts with Mr. Zhang Lungang on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters		
10.3 To approve the appointment of Mr. Joseph F. Lee as the non-executive director with a term commencing from the date of the AGM until the expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service or employment contracts with Mr. Joseph F. Lee on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters		
11. To approve the appointment of the members of the Supervisory Committee of the Company		
To approve the appointment of Ms. Tang Dongmei as the supervisors in position of representative for shareholders with a term commencing from the date of the AGM until the expiry of the term of the session of the Board and to authorize the Board to fix the remuneration and to enter into service or employment contracts with Ms. Tang Dongmei on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters		
Special resolutions		
12. To consider and approve the Amendments to the Articles of the Association (Such amendment shall be in effect pursuant to the approval of the relevant government organizations in the PRC)		

Dated the _____ day of _____ 2009,

Shareholders signature: _____ (Note 6)

Notes:

- For details of the proposed resolutions and the meanings of the defined terms, please refer to the circular dated 17 April 2009 and the Notice of the Annual General Meeting dated 24 April 2009 issued by the Company.
- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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).
- 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 "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.
- 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.
- 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.
- The form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a legal person, either under its common seal or under the hand of an officer or attorney duly authorised.
- 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, Rooms 1806-1807, 18th 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) not later than 24 hours before the time appointed for holding the Meeting or any adjourned thereof.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- 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.
- The register of shareholders of the Company will be closed from 20 May 2009 to 19 June 2009 (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 June 2009 and have completed the registration process will be entitled to attend and vote at the Meeting.

* For identification purposes