



**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: 08217)

**FORM OF PROXY**

**Form of proxy for use by shareholders at the 2011 third 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 13 December 2011 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 13 December 2011 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 (Note 5)	AGAINST (Note 5)
1. To consider and approve the revision of the cap for Certain Existing Continuing Connected Transactions regarding the provision of finished vehicle transportation by the Company and its subsidiaries to Chongqing Changan Automobile Company Limited (“Changan Automobile”) and its associates for the year ended 31 December 2011.		
2. To consider and approve the connected transactions framework agreement entered into between the Company and Chongqing Changan Industry Company (Group) Limited (“Changan Industry Co.”) on 28 October 2011 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 & non-vehicle logistics services by the Company and its subsidiaries to Changan Industry Co. and its associates for the three years ended 31 December 2014, and the proposed annual caps in relation thereto.		
3. To consider and approve the connected transactions framework agreement entered into between the Company and Changan Automobile on 28 October 2011 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 ended 31 December 2014, and the proposed annual caps in relation thereto.		
4. To consider and approve the connected transactions framework agreement entered into between the Company and Minsheng Industrial (Group) Co., Ltd. (“Minsheng Industrial”) on 28 October 2011 and the conduct of the Non-Exempt Continuing Connected Transactions regarding the purchasing of transportation services of vehicles and car raw materials, components and parts by the Company and its subsidiaries from Minsheng Industrial and its associates for the three years ended 31 December 2014, and the proposed caps in relation thereto.		

5. To consider and approve the connected transactions framework agreement entered into between the Company and Beijing Changjiu Logistics Co., Ltd. (“Beijing Changjiu”) on 28 October 2011 and the conduct of the Non-Exempt Continuing Connected Transactions regarding the purchasing of transportation services of vehicles and car raw materials, components and parts by the Company and its subsidiaries from Beijing Changjiu and its associates for the three years ended 31 December 2014, and the proposed annual caps in relation thereto.		
6. To consider and approve the connected transactions framework agreement entered into between the Company and Chongqing Changan Construction Engineering Company Limited (“Changan Construction”) on 28 October 2011 and the conduct of the Non-Exempt Continuing Connected Transactions regarding the purchasing of engineering construction services by the Company and its subsidiaries from Changan Construction and its associates for the three years ended 31 December 2014, and the proposed annual caps in relation thereto.		
7. To consider and approve the connected transactions framework agreement entered into between the Company and Binqi Zhuangbei Group Financial Limited Liability Company (“Zhuangbei Finance”) on 28 October 2011 and the conduct of the Non-Exempt Continuing Connected Transactions between the Company and its subsidiaries and Zhuangbei Finance for the three years ended 31 December 2014, and the proposed annual caps in relation thereto.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2011,

Shareholders signature: \_\_\_\_\_ (Note 6)

*Notes:*

1. Please refer to an announcement of the Company dated 28 October 2011 and the Notice of the 2011 Third Extraordinary General Meeting of the Company dated 28 October 2011 for details of (1) the revision of the cap for Certain Existing Continuing Connected Transactions regarding the provision of finished vehicle transportation by the Company and its subsidiaries to Changan Automobile and its associates for the year ended 31 December 2011; and (2) the proposed Non-Exempt Continuing Connected Transactions between the Company and each of Changan Industry Co., Changan Automobile, Minsheng Industrial, Beijing Changjiu, Changan Construction and Zhuangbei Finance, each for the three years ended 31 December 2014 (and the relevant proposed annual caps in relation thereto).
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 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. 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. 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 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 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