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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 Exchanges 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, 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.

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**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)**

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**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS**

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A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 15 August 2011 is set out in pages 4 to 19 of this circular.

The notices convening the EGM of Changan Minsheng APLL Logistics Co., Ltd. to be held at 10:00 a.m. on 30 September 2011 at the meeting room, No.561 Hongjin Road, Yubei District, Chongqing, the PRC are set out on pages 20 to 23 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](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*

15 August 2011

## **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

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

Articles of Association	the articles of association of the Company
APLL	APL Logistics Ltd., a substantial shareholder of the Company holding 20.74% of the total issued share capital of the Company
Board or Board of Directors	the board of directors of the Company
Changan Industry Co.	Chongqing Changan Industry Company (Group) Limited (formerly named Changan Automobile Company (Group) Limited (長安汽車(集團)有限責任公司)), a substantial shareholder of the Company holding 24.57% of the total issued share capital of the Company
China or PRC	the People's Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
Company	Changan Minsheng APLL Logistics Co., Ltd. (重慶長安民生物流股份有限公司), a joint stock company established in China on 31 December 2004, the H shares of which are listed on the market of GEM
Director(s)	the director(s) of the Company
Extraordinary General Meeting or EGM	The forthcoming 2011 second extraordinary general meeting of the Company to be held at 10:00 a.m. on 30 September 2011 at the meeting room, No.561 Hongjin Road, Yubei District, Chongqing, the PRC to consider the proposed re-election and appointment of Directors and Supervisors
GEM	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
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
Minsheng Industrial	Minsheng Industrial (Group) Co., Ltd. (民生實業(集團)有限公司), a substantial shareholder of the Company, holding 15.90% of the total issued share of the Company
Ming Sung (HK)	Ming Sung Industrial Co., (HK) Limited which holds 4.84% of the total issued share of the Company
SFO or Securities and Futures Ordinance	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
Shareholders	shareholders of the Company
Supervisor(s)	the supervisor(s) of the Company
Supervisory Committee	the Supervisory Committee of the Company
Shares	the ordinary shares of the Company
Third Session of Board of Directors	the third session of board of directors of the Company, the members of which are to be elected at the 2011 Second Extraordinary General Meeting of the Company each with a term of three years commencing

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## DEFINITIONS

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from the date of the conclusion of the Extraordinary General Meeting

Third Session of Supervisory  
Committee

the third session of supervisory committee of the Company, the shareholder representative supervisors of which are to be elected at the 2011 Second Extraordinary General Meeting of the Company (the employees representative supervisors of the third session of supervisory committee of the Company had been elected democratically by the employees representatives of the Company), each for a term of three years commencing from the date of the conclusion of the Extraordinary General Meeting



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)

***Executive directors:***

Zhang Lungang  
Gao Peizheng  
Lu Xiaozhong  
William K Villalon

***Non-executive directors:***

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

***Independent non-executive directors:***

Wang Xu  
Peng Qifa  
Chong Teck Sin

***Registered Office:***

Liangjing Village  
Yuanyang Town  
Yubei District  
Chongqing  
The PRC

***Principal place of business***

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

\* *For identification purpose only*

15 August 2011

*To the Shareholders*

**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS**

**A. INTRODUCTION**

Reference is made to the announcement published by the Company on 29 July 2011.

The purpose of this circular is to provide you with information regarding the proposed re-election and appointment of Directors of the Board of Directors and Supervisors of the Supervisory Committee of the Company in order to allow you to make an informed decision on voting in respect of the ordinary resolutions to be proposed at the EGM.

**B. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS**

Pursuant to the Articles of the Association of the Company, the term of the second session of the Board

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## LETTER FROM THE BOARD

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and the Supervisory Committee has expired and subject to re-election. The Company was informed that, among the Directors and the Supervisors of the Second Session of the Board and the Supervisor Committee, (i) Ms. Wang Xu will retire and will not stand for re-election as Director of the Third Session of the Board; (ii) Ms. Tang Dongmei and Mr. Tang Yizhong will retire and will not stand for re-election as Shareholder Representative Supervisor of the Third Session of the Supervisory Committee; and (iii) Mr. Ye Guangrong and Ms. Chen Haihong will retire and will not be the Employee Representative Supervisor of the Third Session of the Supervisory Committee. The other Directors and Supervisors of the Second Session of the Board and the Supervisory Committee have confirmed that they will offer themselves for re-election at the 2011 Second Extraordinary General Meeting of the Company.

The executive directors of the second session of the Board, i.e. Mr. Zhang Lungang, Mr. Gao Peizheng, Mr. Lu Xiaozhong and Mr. William K Villalon will stand for re-election as the candidates of the executive directors of the third session of the Board; the non-executive directors of the second session of the Board, i.e. Mr. Lu Guoji, Ms. Lau Man Yee, Vanessa, Mr. Li Ming, Mr. Wu Xiaohua and Mr. Danny Goh Yan Nan will stand for re-election as the candidates of the non-executive directors of the third session of the Board; the independent non-executive directors of the second session of the Board, i.e. Mr. Peng Qifa and Mr. Chong Teck Sin will stand for re-election as the candidates of the independent non-executive directors of the third session of the Board and the shareholder representative supervisor of the second session of the Supervisory Committee, i.e. Mr. Wu Jun will stand for re-election as the candidate of the shareholder representative supervisor of the third session of the Supervisory Committee. In addition to the above mentioned candidates, the Board has proposed the following new appointments:

- (i) Mr. Zhu Minghui as executive Director of the Third Session of the Board;
- (ii) Mr. Zhou Zhengli as non-executive Director of the Third Session of the Board;
- (iii) Mr. Poon Chiu Kwok as independent non-executive Director of the Third Session of the Board; and
- (iv) Ms. Zhu Ying and Ms. Zhang Tianming as shareholder representative Supervisors of the Company of the Third Session of the Supervisory Committee.

Mr. Liu Yue and Mr. Deng Gang have been elected as Employee Representative Supervisors of the Company of the Third Session of the Supervisory Committee by the Company's employee representatives in democratic way.

The biographical details of the candidates of the new session of the Board and the Supervisory Committee and the biographical details of the employee representative supervisors of the Third Session of the Supervisory Committee are set out below:

### **Candidates for Executive Directors**

#### **Mr. Zhang Lungang**

**Mr. Zhang Lungang** (張倫剛), aged 44, is now the chairman and an executive director and the chairman of remuneration committee of the second session of the Board of the Company. He is the Compliance Officer and the Authorized Representative of the Company. He is the candidate of executive director for the third session of the Board of the Company. He was born in 1967, holding a bachelor's degree. Mr. Zhang joined the Company on 19 June 2009. Mr. Zhang has participated in many financial training organizations including Hong Kong international financial training course, Germany senior financial experts training course, Japanese Altos financial training course and Canadian senior financial experts training course for professional financial knowledge. And he also participated in the state-owned large and medium sized enterprises' general accountants' professional training held by the State-owned Assets Supervision and Administration Commission of the State Council. Mr. Zhang worked as the director of the finance division and assets management division of Southwest Military Bureau, the deputy general manger and general accountant of Chongqing Dajiang Industrial Group and the financial manger of Chongqing Wanyou Conifer Hotel with working experiences in joint venture

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## LETTER FROM THE BOARD

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companies. Mr. Zhang is proficient in financial management, financial budget and final accounts and assets and capital verification and so on. Mr. Zhang is now the secretary of the CPC committee, general accountant of Changan Industry Co.

Mr. Zhang has been the non-executive director of the Company since 19 June 2009 and has been re-designated from a non-executive director to an executive director of the Company since 30 June 2011.

Save as disclosed above, Mr. Zhang does not hold the position as director in any listed companies in the past three years and Mr. Zhang does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Zhang that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Zhang was elected as an executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Zhang will enter into a service agreement in relation to the appointment of Mr. Zhang as an executive director of the Company. Mr. Zhang will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Zhang's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Mr. Gao Peizheng**

**Mr. Gao Peizheng** (高培正), aged 44, is now an executive director of the second session of the Board of the Company. He is the Authorized Representative of the Company. He is the candidate of executive director for the third session of the Board of the Company. He was born in 1967, 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 served also 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 also served as the general manager of the Company. 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 been working for over 20 years 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.

Mr. Gao has been the executive director of the Company since 25 January 2011.

Save as disclosed above, Mr. Gao does not hold the position as director in any listed companies in the past three years and Mr. Gao does not hold any position with the Company and other members of the

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## LETTER FROM THE BOARD

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Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Gao that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Gao was elected as an executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Gao will enter into a service agreement in relation to the appointment of Mr. Gao as an executive director of the Company. Mr. Gao will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Gao's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Mr. Lu Xiaozhong**

**Mr. Lu Xiaozhong** (盧曉鐘), aged 63, is now an executive director of the second session of the Board of the Company. He is the candidate of executive director for the third session of the Board of the Company. He was born in 1948, holding a bachelor's degree, joined the Company in 2001. Mr. Lu was the Company's general manager from October 2001 to February 2004. Mr. Lu had served as the deputy director of Chongqing Foreign Trade & Economic Relations Commission, the deputy chairman of Chongqing General Chamber of Commerce (industrial and commercial association) and the deputy chairperson of the Chongqing China National Democratic Construction Association (CNDCA); Mr. Lu also served as managing deputy president of Minsheng Industrial and the general manager of former Minsheng Shipping Company Limited. Mr. Lu is now a member of the standing committee of National Committee of the CPPCC; the deputy director of Chongqing Standing Committee; a committee member of CNDCA and the chairperson of the Chongqing CNDCA; director and president of Minsheng Industrial; chairman of Minsheng Shipping Co., Ltd. And director & general manager of Ming Sung (HK). Mr. Lu won the prizes of "Model of Great Contribution for Developing Chongqing in 2006" and "Construction Toast After Chongqing under Direct Jurisdiction of Central Government for Ten Years".

Mr. Lu has been the executive director of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Lu does not hold the position as director in any listed companies in the past three years and Mr. Lu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Lu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Lu was elected as an executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Lu will enter into a service agreement in relation to the appointment of Mr. Lu as an executive director of the Company. Mr. Lu will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Lu's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

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## LETTER FROM THE BOARD

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### **Mr. Zhu Minghui**

**Mr. Zhu Minghui** (朱明輝), aged 45. He is the general manager of the Company, the chairman of the board of directors of Nanjing CMSC Logistics Co., Ltd., the chairman of the board of directors of Chongqing Terui Transportation Service Company Limited and the chairman of the board of directors of Chongqing Boyu Transportation Company Limited. He is the candidate of executive director for the third session of the Board of the Company. He was born in April 1966, holding a postgraduate diploma, senior engineer. Graduated from Beijing Institute of Technology in 1987, Mr. Zhu was assigned to former Changan Automobile (Group) Company Liability Limited, worked as technical in workshop, technical team leader, director of the office of Manufacturing Department, deputy director and director of workshop, deputy GM of First Plant, etc. From the year 2000, Mr. Zhu was assigned to work in the headquarter of former Changan Automobile (Group) Company Limited, served as deputy director of Specialty Products Department, director of International Trade Department, director of Manufacturing and Operation Department, director of Operation and Management Department and director of Human Resources Department. From March 2009 to February 2010, Mr. Zhu was assigned and appointed to be the Chinese GM and branch Party secretary of Changan Visteon Engine Control System Co., Ltd., and made a profit instead of suffering a loss in just one year. From March 2010 to June 2011, Mr. Zhu serves as general manager of Changan Real Estate Development Company and general manager of Changan Construction Engineering Co., Ltd. Mr. Zhu has engaged for a long period in manufacturing and operation management and leading in the key position of large enterprise and GM position of several independent legal entities. Mr. Zhu has rich theoretical knowledge and working experiences in enterprise operation management and leading, human resources development and management, production manufacturing and components supply chain management, etc.

Save as disclosed above, Mr. Zhu does not hold the position as director in any listed companies in the past three years and Mr. Zhu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Zhu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Zhu was elected as an executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Zhu will enter into a service agreement in relation to the appointment of Mr. Zhu as an executive director of the Company. Mr. Zhu will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Zhu's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Mr. William K Villalon**

**Mr. William K Villalon**, aged 62, is now an executive director and the commissioner of remuneration committee of the second session of the Board of the Company. He is the candidate of executive director for the third session of the Board of the Company. He was born in 1949, was graduated from University of California, Berkeley in 1979, holding a MBA in Finance; and was graduated from Washington University, St. Louis in 1972, holding a BA in Political Science. Mr. William K Villalon has served for American President Lines/Logistics, now is the Vice President of Land Transportation Services / Global Automotive Logistics. Mr. William K Villalon had served different positions for American President Lines/Logistics, mainly including Vice President of Americas' Logistics, Vice President of American Consolidation Services, Vice President of Global Marketing, Vice President of Southeast Asia, Vice

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## LETTER FROM THE BOARD

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President of Stacktrain Service and Director of Stacktrain Marketing. Mr. William K Villalon served as General Manager, Intermodal of Southern Pacific Railroad (subsequently merged into UNION PACIFIC RAIROAD) before 1984.

Mr. William K Villalon has been the executive director of the Company since 30 June 2010.

Save as disclosed above, Mr. William K Villalon does not hold the position as director in any listed companies in the past three years and Mr. William K Villalon does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. William K Villalon that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. William K Villalon was elected as an executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. William K Villalon will enter into a service agreement in relation to the appointment of Mr. William K Villalon as an executive director of the Company. Mr. William K Villalon will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. William K Villalon's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Candidates for Non-Executive Directors**

#### **Mr. Lu Guoji**

**Mr. Lu Guoji** (盧國紀), aged 88, is now the vice chairman and a non-executive director of the second session of the Board of the Company. He is the candidate of non-executive director for the third session of the Board of the Company. Mr. Lu was born in 1923, joined the Company in 2001, and was appointed as vice chairman of the Company in December 2004. Mr. Lu graduated from University of Central Chongqing in 1948, obtained a bachelor's degree in Civil Engineering. Since 1984, Mr. Lu had served as the director and general manager, deputy chairman and chairman of Minsheng Industrial. The State Council has been granting him a special allowance in recognition of his contribution to the country as an expert in engineering, since 1992. From 1980 to 1997, Mr. Lu was the committee member and member of the Standing Committee of Chongqing CPPCC for the seventh, eighth, ninth and tenth session. From 1997 to 2003, he was the committee member of the Standing Committee of the CPPCC of Chongqing Municipality for the first session. From 1988 to 2002, Mr. Lu was the committee member of CPPCC for the seventh, eighth and ninth session at the national level. Mr. Lu now serves as the chairman of the board of directors of Minsheng Industrial and the chairman of the board of directors of Ming Sung (HK).

Mr. Lu has been the non-executive director and the vice chairman of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Lu does not hold the position as director in any listed companies in the past three years and Mr. Lu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Lu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

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## LETTER FROM THE BOARD

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If Mr. Lu was elected as a non-executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Lu will enter into a service agreement in relation to the appointment of Mr. Lu as a non-executive director of the Company. Mr. Lu will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Lu's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Ms. Lau Man Yee, Vanessa**

**Ms. Lau Man Yee, Vanessa** (劉敏儀), aged 44, is now a non-executive director and the chairman of nomination committee of the second session of the Board of the Company. She is the candidate of non-executive director for the third session of the Board of the Company. She was born in 1967, MBA, joined the Company as a non-executive director in June 2005. She is a fellow member of the Chartered Association of Certified Accountants and a graduate member of the Institute of Chartered Secretaries and Administrators. Ms. Lau joined APL's Asia Area Headquarters in Hong Kong in 1991. From 1995 to 1997, Ms. Lau worked for APL's Singapore office as the regional controller. In 1998, Ms. Lau joined NOL Group and she has been working in the NOL Group on financial accounting functions since 1999. She is now NOL's Senior Vice President & Group Financial Accounting Controller. As a senior management staff of NOL Group, Ms. Lau has assumed, and may from time to time assume, other executive positions and/or directorships in any one or more NOL Group entities globally.

Ms. Lau has been the non-executive director of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Ms. Lau does not hold the position as director in any listed companies in the past three years and Ms. Lau does not hold any position with the Company and other members of the Company's group; nor does she have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Ms. Lau that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with her appointment.

If Ms. Lau was elected as a non-executive director in the 2011 Second Extraordinary General Meeting, the Company and Ms. Lau will enter into a service agreement in relation to the appointment of Ms. Lau as a non-executive director of the Company. Ms. Lau will be entitled to director's emoluments which are determined by the Board from time to time with reference to her duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval by the shareholders at the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Ms. Lau's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Mr. Li Ming**

**Mr. Li Ming** (李鳴), aged 54, is now a non-executive director of the second session of the Board of the Company. He is the candidate of non-executive director for the third session of the Board of the Company. Mr. Li was born in 1957, holds a bachelor's degree and joined former Changan Automobile (Group) Company Liability Limited in August 1978. Mr. Li was the deputy director and the director of former Changan Automobile (Group) Company Liability Limited, the vice general manager and the

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## LETTER FROM THE BOARD

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director of finance department of Changan Automobile Sales Company, the finance controller of Changan Ford Mazda Automobile Co, Ltd. and the deputy head of finance department of former Changan Automobile (Group) Company Liability Limited and the head of the finance department of Changan Industry Co. Mr. Li now serves as the deputy general accountant of Changan Industry Co.

Mr. Li has been the non-executive director of the Company since 20 June 2008.

Save as disclosed above, Mr. Li does not hold the position as director in any listed companies in the past three years and Mr. Li does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Li that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Li was elected as a non-executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Li will enter into a service agreement in relation to the appointment of Mr. Li as a non-executive director of the Company. Mr. Li will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Li's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Mr. Wu Xiaohua**

**Mr. Wu Xiaohua** (吳小華), aged 56, is now a non-executive director and the commissioner of nomination committee of the second session of the Board of the Company. He is the candidate of non-executive director for the third session of the Board of the Company. He was born in 1955 and joined the Company in 2001. Mr. Wu graduated from the Sichuan Cadre Institute in 1988, majoring in Financial Accounting. From 1976 to 1989, he was the deputy head of the finance department of Chuanjiang Shipping Factory of Changjiang Marine Transportation Company. Mr. Wu had taken up the posts in Minsheng Industrial as the deputy manager, manager in Finance and Accounting Department, department head in Finance and Accounting Department, deputy general accountant and general accountant. Mr. Wu now serves as the director of Minsheng Industrial, CFO of Minsheng Shipping Co., Ltd.

Mr. Wu has been the non-executive director of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Wu does not hold the position as director in any listed companies in the past three years and Mr. Wu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Wu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Wu was elected as a non-executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Wu will enter into a service agreement in relation to the appointment of Mr. Wu as a non-executive director of the Company. Mr. Wu will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the

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## LETTER FROM THE BOARD

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Company, the market benchmark and performance of the Group, subject to approval by the shareholders at the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Wu's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Mr. Zhou Zhengli**

**Mr. Zhou Zhengli** (周正利), aged 47, the candidate of non-executive director for the third session of the Board of the Company. He was born in 1964, holding a MBA (Chongqing Business and Management Master College). Entered into former Changan Automobile (Group) Company Liability Limited, Mr. Zhou served as deputy director of automobile technology department, deputy chief of technology research centre and Party branch secretary, director of technology planning department and director of science management department under science & technology committee, deputy director and director of science and technology department under science & quality ministry, manager of engineer department of Changan Industry Park Managing Committee, deputy minister of developing and planning department. Mr. Zhou now serves as deputy minister of developing and planning department of Changan Industry Co. Mr. Zhou has rich experience in new products development, automobile technology & quality management, science & technology management and developing & planning.

Save as disclosed above, Mr. Zhou does not hold the position as director in any listed companies in the past three years and Mr. Zhou does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Zhou that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Zhou was elected as a non-executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Zhou will enter into a service agreement in relation to the appointment of Mr. Zhou as a non-executive director of the Company. Mr. Zhou will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Zhou's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Mr. Danny Goh Yan Nan**

**Mr. Danny Goh Yan Nan**, aged 52, is now a non-executive director of the second session of the Board of the Company. He is the candidate of non-executive director for the third session of the Board of the Company. He was born in 1959, and was graduated from University of Oregon, USA in 1986, holding a Bachelor of Science, Finance. He has been served as Vice President of North Asia Region of APLL since 2010. He had been served different positions for APLL, mainly including Vice President / Managing Director in Japan, Vice President of International Services and Global Operations, Vice President / Managing Director of Asia-Middle East Region, General Manager of South East and West Asia Region and Regional Operations Manager of South East and West Asia Region.

Mr. Danny Goh Yan Nan has been the non-executive director of the Company since 30 June 2010.

Save as disclosed above, Mr. Danny Goh Yan Nan does not hold the position as director in any listed companies in the past three years and Mr. Danny Goh Yan Nan does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in

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## LETTER FROM THE BOARD

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shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Danny Goh Yan Nan that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Danny Goh Yan Nan was elected as a non-executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Danny Goh Yan Nan will enter into a service agreement in relation to the appointment of Mr. Danny Goh Yan Nan as a non-executive director of the Company. Mr. Danny Goh Yan Nan will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Danny Goh Yan Nan's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Candidates for Independent Non-Executive Directors**

#### **Mr. Peng Qifa**

**Mr. Peng Qifa** (彭啟發), aged 47, is now an independent non-executive director, the chairman of audit committee, the commissioner of nomination committee and the commissioner of remuneration committee of the second session of the Board of the Company. He is the candidate of independent non-executive director for the third session of the Board of the Company. He was born in 1964. In 1998, he obtained a master's degree in Economics from the faculty of Business Administration at Sichuan University. Mr. Peng has served as a professor of Economics in Chongqing University of Technology and was qualified as a master tutor. Mr. Peng is a Certified Public Accountant in the PRC.

Mr. Peng has been the independent non-executive director of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Peng does not hold the position as director in any listed companies in the past three years and Mr. Peng does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Peng that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Peng was elected as an independent non-executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Peng will enter into a service agreement in relation to the appointment of Mr. Peng as an independent non-executive director of the Company. Mr. Peng will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Peng's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

#### **Mr. Chong Teck Sin**

**Mr. Chong Teck Sin** (張鐵沁), aged 56, is now an independent non-executive director, the commissioner of audit committee, the commissioner of nomination committee and the commissioner of

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## LETTER FROM THE BOARD

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remuneration committee of the second session of the Board of the Company. He is the candidate of independent non-executive director for the third session of the Board of the Company. He was born in 1955, joined the Company as an independent non-executive director in July 2005. Mr. Chong was the group managing director (commercial) of Seksun Corporation Limited ("Seksun"), which was listed on Singapore Stock Exchanges, until May 2004. Prior to his appointment at Seksun, he was the strategic development director for China of Glaxo Wellcome Asia Pacific Pte Ltd. and before that, the senior general manager of China-Singapore Suzhou Industrial Park Development Co., Ltd., the Singapore Suzhou Industrial Park developer. He was with the Singapore Economic Development Board from 1986 to 1989. Since April 2004, Mr. Chong sits on the Board of the Accounting and Corporate Regulatory Authority (ACRA) of Singapore. He is also the independent non-executive director of British-American Tobacco (Singapore) Pte Ltd. In addition, Mr. Chong is also the independent non-executive director of the companies following-mentioned which were listed on Singapore Stock Exchanges: Beyonics Technology Ltd., Wanxiang International Pte Ltd., Sihuan Pharmaceutical Holdings Group Ltd. And Mr. Chong had resigned as an independent director of Singapore's SGX-listed JES International with effective from 1 July 2011. Since October 2008, Mr. Chong is also the director of Singapore's largest folk charitable organization National Kidney Foundation Singapore. Mr. Chong had been appointed as a board director of AVIC International Investments Limited of Singapore (which stands for China Aviation Industry Corporation(中國航空工業集團公司)) as of 18 April 2011. He obtained the bachelor of engineering at the University of Tokyo in 1981, and subsequently obtained a Master of Business Administration degree from the National University of Singapore.

Mr. Chong has been the independent non-executive director of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Chong does not hold the position as director in any listed companies in the past three years and Mr. Chong does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Chong that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Chong was elected as an independent non-executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Chong will enter into a service agreement in relation to the appointment of Mr. Chong as an independent non-executive director of the Company. Mr. Chong will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Chong's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Mr. Poon Chiu Kwok**

**Mr. Poon Chiu Kwok** (潘昭國), aged 49, is the candidate of independent non-executive director for the third session of the Board of the Company. He was born in 1962, obtained a master's degree in international accounting, a post-graduate diploma in laws, a bachelor's degree in laws and a bachelor's degree in business studies. He has been an associate member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. He is also a member and Associate Instructor of Hong Kong Securities Institute ("HKSI") and a long-term serving member of Professional Education Committee of HKSI.

Mr. Poon now serves as an executive director and company secretary of Huabao International Holdings

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Limited which is a listed company in Hong Kong (Stock Code: 00336), an independent non-executive director and as a member of the audit committee of Guangzhou Shipyard International Company Limited (Stock Code: 00317) (both listed in Hong Kong and Shanghai), Ningbo Port Company Limited (a listed company in Shanghai), Yuanda China Holdings Limited which is a listed company in Hong Kong (Stock Code: 02789) and Sunac China Holdings Limited (a company listed in Hong Kong) (Stock Code:01918). He was appointed as an independent non-executive director of CATIC Shenzhen Holdings Limited (“CATIC”) which is a listed company in Hong Kong (Stock Code: 00161) in 2003 and Tsingtao Brewery Company Limited which is a listed company in Hong Kong (Stock Code:00168) in 2005 and retired upon expiry of term in June 2009 and June 2011, respectively.

Save as disclosed above, Mr. Poon does not hold the position as director in any listed companies in the past three years and Mr. Poon does not hold any position with the Company and other members of the Company’s group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Poon that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Poon was elected as an independent non-executive director in the 2011 Second Extraordinary General Meeting, the Company and Mr. Poon will enter into a service agreement in relation to the appointment of Mr. Poon as an independent non-executive director of the Company. Mr. Poon will be entitled to director's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Poon's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the board of directors of the Company.

### **Candidates for Shareholder Representative Supervisors**

#### **Ms. Zhu Ying**

**Ms. Zhu Ying** (朱英) aged 45, the candidate of shareholder representative supervisor for the third session of the Supervisory Committee of the Company. She was born in 1966, graduated from Chongqing University of Technology, majored in finance and accounting. Entered into former Changan Automobile (Group) Company Liability Limited, Ms. Zhu served as finance deputy manager of its subsidiary, deputy director of budget managing department and director of financing accounting department under finance ministry; director of accounting department of finance ministry of Changan Industry Co. Ms. Zhu now serves as deputy minister of finance ministry of Changan Industry Co. Ms. Zhu has rich experience in financial management, accounting auditing and financial budget.

Save as disclosed above, Ms. Zhu does not hold the position as director in any listed companies in the past three years and Ms. Zhu does not hold any position with the Company and other members of the Company’s group; nor does she have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Ms. Zhu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with her appointment.

If Ms. Zhu was elected as a shareholder representative supervisor in the 2011 Second Extraordinary General Meeting, the Company and Ms. Zhu will enter into a service agreement in relation to the appointment of Ms. Zhu as a shareholder representative supervisor of the Company. Ms. Zhu will be entitled to supervisor's emoluments which are determined by the Board from time to time with reference

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## LETTER FROM THE BOARD

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to her duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval by the shareholders at the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Ms. Zhu's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the supervisory committee of the Company.

### **Ms. Zhang Tianming**

**Ms. Zhang Tianming** (張天明), aged 56, is the candidate of shareholder representative supervisor for the third session of the Supervisory Committee of the Company. She was born in 1955, the economist and the assistant accountant. Ms. Zhang had served as staffs in former Minsheng Shipping Company Limited; manager assistant and deputy manager of comprehensive secretary department in Minsheng Industrial; deputy minister, minister of comprehensive ministry and director of secretary department in Minsheng Industrial. Ms. Zhang now serves as the director of comprehensive financial department of Minsheng Industrial.

Save as disclosed above, Ms. Zhang does not hold the position as director in any listed companies in the past three years and Ms. Zhang does not hold any position with the Company and other members of the Company's group; nor does she have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Ms. Zhang that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with her appointment.

If Ms. Zhang was elected as a shareholder representative supervisor in the 2011 Second Extraordinary General Meeting, the Company and Ms. Zhang will enter into a service agreement in relation to the appointment of Ms. Zhang as a shareholder representative supervisor of the Company. Ms. Zhang will be entitled to supervisor's emoluments which are determined by the Board from time to time with reference to her duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to approval by the shareholders at the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Ms. Zhang's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the supervisory committee of the Company.

### **Mr. Wu Jun**

**Mr. Wu Jun** (吳雋), aged 37, is now a shareholder representative supervisor of the second session of the Supervisory Committee of the Company. He is the candidate of shareholder representative supervisor for the third session of the Supervisory Committee of the Company. He was born in 1974. Mr. Wu has been Regional Financial Officer, North Asia Region of NOL/APL/APLL since Oct 2007. Mr. Wu joined NOL in February 2006 and was in charge of financial reporting and investment analysis. Mr. Wu got the Chinese CPA certificate in 1998. He has taken leadership positions in financial management in several multinational companies including Arthur Andersen, Delphi, LVMH. Throughout these years, he has gained rich experience in financial management, investment, audit and internal control areas. Mr. Wu obtained the Bachelor of Economics degree from Shanghai International Studies University in 1995.

Mr. Wu has been the supervisor of the Company since 20 June 2008.

Save as disclosed above, Mr. Wu does not hold the position as director in any listed companies in the past three years and Mr. Wu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Wu that is required to be

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disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

If Mr. Wu was elected as a shareholder representative supervisor in the 2011 Second Extraordinary General Meeting, the Company and Mr. Wu will enter into a service agreement in relation to the appointment of Mr. Wu as a shareholder representative supervisor of the Company. Mr. Wu will be entitled to supervisor's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Wu's term of service will commence from the date on which approval is obtained from general meeting until the expiry of the term of the third session of the supervisory committee of the Company.

### **Employee Representative Supervisors**

A notice of election of employee representative supervisors was received by the Company from the Company's Labour Union on 23 July 2011. Mr. Ye Guangrong and Ms. Chen Haihong were no longer reappointed consecutively as the employee representative supervisors of the third session of the supervisory committee. Mr. Liu Yue and Mr. Deng Gang were elected by way of democratic elections as employee representative supervisors of the third session of the supervisory committee. According to the provisions of relevant laws of the People's Republic of China and the Articles of Association of the Company, the appointment of the employee representative supervisors is not subject to approval of the shareholders at the general meeting.

The biographical details of the employee representative supervisors of the new session of the Supervisory Committee are set out below:

#### **Mr. Liu Yue**

**Mr. Liu Yue**(劉躍), aged 52, was born in 1959, master degree. Mr. Liu entered into former Changan Automobile (Group) Company Liability Limited in 1982, engaging in business planning, price calculation and cost auditing related to automobile industry in the planning department and finance department of former Changan Automobile (Group) Company Liability Limited. Since 1987, Mr. Liu served as personnel of authority propaganda, vice minister and minister of propaganda department of Party Committee, head of enterprise culture center of former Changan Automobile (Group) Company Liability Limited and the president of Changan Cultural Media Company, mainly responsible for Changan Automobile brand design and enterprise image design and cultivation for former Changan Automobile (Group) Company Liability Limited. Mr. Liu studied automobile manufacturing and operating management in Japan Suzuki Corporation during March 1996 to September 1996. Mr. Liu served as administrative deputy general manager and secretary of party general branch of Lear Changan (Chongqing) Automobile System Company Liability Limited and Chongqing Lear Changan Automobile Interior Decoration Parts Company Liability Limited since the next half year of 2009. Mr. Liu has abundant experiences in enterprise operation management, enterprise brand design, finance auditing, business planning, human resourced management and cultural media. Since March 2010, Mr. Liu entered into the Company and serves as secretary of party general branch and Chairman of the Labour Union.

Save as disclosed above, Mr. Liu does not hold the position as director in any listed companies in the past three years and Mr. Liu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Liu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in

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## LETTER FROM THE BOARD

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connection with his appointment.

Mr. Liu was elected as an employee representative supervisor by employee representatives' democratic election. The Company and Mr. Liu will enter into a service agreement in relation to the appointment of Mr. Liu as an employee representative supervisor of the Company. Mr. Liu will be entitled to supervisor's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Liu's term of service will commence from the conclusion of the 2011 Second Extraordinary General Meeting until the expiry of the term of the third session of the supervisory committee of the Company.

### **Mr. Deng Gang**

**Mr. Deng Gang** (鄧剛), aged 39. He was born in 1972, graduated from College of Business and Management of Chongqing University, holding a master degree, engineer. Since graduated in July 1992, Mr. Deng served as technical engineer of domestic large automobile group; responsible for joint government affairs in Enterprise & Industry Committee under Chongqing State-owned Property Committee. Since December 2001, Mr. Deng entered into former Changan Automobile (Group) Company Liability Limited and worked in the general manager office, holding the post of comprehensive administration assistant, deputy director of secretary office, which mainly responsible for the administrative assists for the strategic development planning and international business. Mr. Deng joined the Company in March 2004. From December 2007 till now, Mr. Deng serves as director of Marketing Department in the headquarter, taking the lead to make out the developing planning schemes, to establish the market planning system and to improve the Company's operation and management system.

Save as disclosed above, Mr. Deng does not hold the position as director in any listed companies in the past three years and Mr. Deng does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Deng that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

Mr. Deng was elected as an employee representative supervisor by employee representatives' democratic election. The Company and Mr. Deng will enter into a service agreement in relation to the appointment of Mr. Liu as an employee representative supervisor of the Company. Mr. Deng will be entitled to supervisor's emoluments which are 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 the general meeting. Save for the adjustment pursuant to the requirements of the relevant applicable laws and regulations, Mr. Deng's term of service will commence from the conclusion of the 2011 Second Extraordinary General Meeting until the expiry of the term of the third session of the supervisory committee of the Company.

### **C. EXTRAORDINARY GENERAL MEETING**

The Company will convene the EGM to consider the proposed re-election and appointment of Directors and Supervisors.

The notice of EGM is set out on pages 20 to 23 of this circular. A proxy form for use at the EGM to be held at 10:00 a.m. on 30 September 2011 at the meeting room, No.561, Hongjin Road, Yubei District,

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## LETTER FROM THE BOARD

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Chongqing, the PRC is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the accompanying proxy form for use at the EGM in accordance with the instructions printed thereon and return the same to the Company's H Share 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, including non-H foreign shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the EGM or at any adjourned meeting if you so wish.

Reply slip for each of the EGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the meeting) and return the signed slip to the Company's H Share 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, including non-H foreign shares) on or before 9 September 2011 in accordance with the instructions printed thereon.

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 MEMBERS**

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 31 August 2011 to 30 September 2011, both days inclusive, during which period no transfer of 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 30 August 2011.

### **E. RECOMMENDATION**

The Directors consider that the ordinary resolutions for the proposed re-election and appointment of Directors and Supervisors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolutions 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.**  
*Chairman*  
**Zhang Lungang**



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)

## NOTICE OF 2011 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2011 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 30 September 2011, to consider and approve (if thinks fit) the passing of following resolutions:

### ORDINARY RESOLUTIONS

1. To approve the appointment of the members of the third session of the Board of the Company (for biographies of candidates for directorship, please refer to note 9 to this notice)
  - 1.1 To approve the appointment of Mr. Zhang Lungang as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Zhang Lungang 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.
  - 1.2 To approve the appointment of Mr. Gao Peizheng as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director 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.
  - 1.3 To approve the appointment of Mr. Lu Xiaozhong as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Lu Xiaozhong 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.
  - 1.4 To approve the appointment of Mr. Zhu Minghui as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Zhu Minghui 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.
  - 1.5 To approve the appointment of Mr. William K Villalon as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter

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into the executive director service or employment contracts with Mr. William K Villalon 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.

- 1.6 To approve the appointment of Mr. Lu Guoji as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Lu Guoji 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.
- 1.7 To approve the appointment of Ms. Lau Man Yee, Venessa as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Ms. Lau Man Yee, Venessa 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.
- 1.8 To approve the appointment of Mr. Li Ming as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Li Ming 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.
- 1.9 To approve the appointment of Mr. Wu Xiaohua as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Wu Xiaohua 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.
- 1.10 To approve the appointment of Mr. Zhou Zhengli as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Zhou Zhengli 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.
- 1.11 To approve the appointment of Mr. Danny Goh Yan Nan as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Danny Goh Yan Nan 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.
- 1.12 To approve the appointment of Mr. Peng Qifa as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the independent non-executive director service or employment contracts with Mr. Peng Qifa 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.
- 1.13 To approve the appointment of Mr. Chong Teck Sin as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session

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of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the independent non-executive director service or employment contracts with Mr. Chong Teck Sin 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.

- 1.14 To approve the appointment of Mr. Poon Chiu Kwok as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the independent non-executive director service or employment contracts with Mr. Poon Chiu Kwok 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.
2. To approve the appointment of the shareholder representative supervisors of the third session of the Supervisory Committee of the Company (for biographies of candidates for shareholder representative supervisors, please refer to note 10 to this notice).
  - 2.1 To approve the appointment of Ms. Zhu Ying as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee and to authorize the board of directors of the Company to fix the remuneration and to enter into the supervisor service or employment contracts with Ms. Zhu Ying 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.
  - 2.2 To approve the appointment of Ms. Zhang Tianming as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee and to authorize the board of directors of the Company to fix the remuneration and to enter into the supervisor service or employment contracts with Ms. Zhang Tianming 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.
  - 2.3 To approve the appointment of Mr. Wu Jun as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee and to authorize the board of directors of the Company to fix the remuneration and to enter into the supervisor service or employment contracts with Mr. Wu Jun 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.
3. To authorize the board of directors of the Company to fix the remuneration and to enter into supervisor service or employment contracts with the two employees representative supervisors in position of representative for labor union (for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee) 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 biographies of employees representative supervisors, please refer to note 10 to this notice).

By Order of the Board of Directors  
**Changan Minsheng APLL Logistics Co., Ltd.**  
*Chairman*  
**Zhang Lungang**

Chongqing, the PRC  
15 August 2011

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### Notes:

- (1) In order to determine the Shareholders who are entitled to attend and vote at the EGM, the Company's register will be closed from 31 August 2011 to 30 September 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 30 August 2011.
- (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 9 September 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) Biographies of the candidates for directors are set out in the Circular dated 15 August 2011.
- (10) Biographies of the candidates for shareholder representative supervisors and biographies of the employees representative supervisors are set out in the Circular dated 15 August 2011.

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

### **Executive directors:**

Mr. Zhang Lungang  
Mr. Gao Peizheng  
Mr. Lu Xiaozhong  
Mr. William K Villalon

### **Non-executive directors:**

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

### **Independent non-executive directors:**

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