
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims 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 of Changan Minsheng APLL Logistics Co., Ltd., having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



重慶長安民生物流股份有限公司
Changan Minsheng APLL Logistics Co., Ltd. *

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8217)

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS
AMENDMENTS TO THE ARTICLES

Independent financial adviser to the Independent
Board Committee and Independent Shareholders of the Company

TANRICH

Tanrich Capital Limited

A notice convening an extraordinary general meeting of Changan Minsheng APLL Logistics Co., Ltd. to be held at the Company's meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC on 10 December 2007 at 10:00 a.m. is set out on page 24 to 25 of this circular.

Whether or not you are able to attend the extraordinary general meeting, you are advised to read the notice of EGM and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the H shares registrar of Changan Minsheng APLL Logistics Co., Ltd., Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the extraordinary general meeting or any adjourned meeting (as the case may be). In relation to the arrangement for holders of domestic shares (including non-H foreign shares) of the Company, please see the notice of extraordinary general meeting. Completion of the form of proxy and its return will not preclude you from attending, and voting at, the extraordinary general meeting if you so wish.

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

** For identification purpose only*

23 October 2007

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

Amendments	the amendments to the Articles as proposed by the Board and details of which are set out in the paragraph headed "Amendments to the Articles" in this announcement
Articles	Articles of Association of the Company
associates	has the meanings as ascribed by the GEM Listing Rules
Board	the board of Directors of the Company
Changan Co.	Changan Automobile Company (Group) Limited (長安汽車(集團)有限責任公司), a substantial shareholder of the Company holding 24.08% of the total issued share capital of the Company
Changan Industrial	Chongqing Changan Industrial Company Limited (重慶長安實業有限公司) which holds 0.49% 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
Chongqing Changan Construction	Chongqing Changan Construction Limited Company (重慶長安建設工程有限公司), which is wholly owned (directly and indirectly) by Changan Co.
Company	Changan Minsheng APLL Logistics Co., Ltd. (重慶長安民生物流股份有限公司)
connected person	has the meaning ascribed thereto in the Listing Rules
Director(s)	the director(s) of the Company
EGM	extraordinary general meeting of the Company to be held for the purpose of, among other things, approving the Transactions and the Amendments
Framework Agreement	an agreement entered into between the Company and Chongqing Changan Construction on 2 October 2007 in relation to the provision of engineering construction services by Chongqing Changan Construction and its associates to the Company and its subsidiaries
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
Hong Kong	the Hong Kong Special Administrative Region of China
Independent Financial Adviser or "Tanrich Capital"	Tanrich Capital Limited, a licensed corporation under SFO to conduct Type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities, the independent financial adviser appointed to advise the INED Committee in respect of the Transactions
Independent Shareholders	Shareholders of the Company other than Changan Co., Changan Industrial and their respective associates

DEFINITIONS

INED Committee	a committee comprised of Ms. Wang Xu, Mr. Peng Qifa and Mr. Chong Teck Sin, all of whom are independent non-executive directors of the Company
Latest Practicable Date	16 October 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
Proposed Caps	the annual maximum limitation of the Transactions during the period from 20 September 2007 to 31 December 2007 and for the year ended to 31 December 2008
RMB	Renminbi, the legal currency of China
SFO	Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong
Shares	ordinary shares of the Company, with a par value of RMB1.00 each
Shareholders	shareholders of the Company
Stock Exchange	The Stock Exchange of Hong Kong Limited
Transactions	the on-going connected transactions to be conducted during the period from 20 September 2007 to 31 December 2007 and in 2008 pursuant to the Framework Agreement



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Changan Minsheng APLL Logistics Co., Ltd. *

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8217)

Executive directors:

Yin Jiaxu
Huang Zhangyun
Lu Xiaozhong
Shi Chaochun
James H McAdam

Non-executive directors:

Lu Guoji
Daniel C. Ryan
Zhang Baolin
Cao Dongping
Wu Xiaohua
Lau Man Yee, Vanessa

Independent non-executive directors:

Wang Xu
Peng Qifa
Chong Teck Sin

** For identification purpose only*

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

23 October 2007

To the Shareholders

Dear Sir or Madam,

**NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS
AMENDMENTS TO THE ARTICLES**

INTRODUCTION

Reference is made to the announcements published by the Company on 2 October 2007.

On 2 October 2007, the Company entered into the Framework Agreement with Chongqing Changan Construction where the transactions as contemplated by the Framework Agreement constitute non-

LETTER FROM THE BOARD

exempt continuing continued transactions of the Company under the GEM Listing Rules.

An INED Committee has been established to advise the Independent Shareholders in respect of the Transactions and its Proposed Caps. The Company has appointed Tanrich Capital as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the same.

The Directors also proposed to amend the articles of association of the Company.

The purpose of this circular is to set out, amongst other things:

- as to the on-going connected transactions with Chongqing Changan Construction and its associates:-
 - further details of the Transactions;
 - the opinions and recommendation of the Independent Board Committee in respect of the Transactions;
 - the advice of the Independent Financial Adviser to the INED Committee and Independent Shareholders in respect of the Transactions.
- as to the proposed amendments to the Articles:
 - further details of the Amendments;
 - recommendation of the Board in respect of the Amendments.

I. NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

Framework Agreement

On 2 October 2007, the Company entered into the Framework Agreement with Chongqing Changan Construction, pursuant to which the Company (together with its subsidiaries) will purchase engineering construction services from Chongqing Changan Construction and its associates for a term effective from 20 September 2007 to 31 December 2008. The services to be provided by Chongqing Changan Construction and its associates mainly include civil construction, installation, construction of steel structure and maintenance of warehouses.

Reasons for entering into the transactions

The Company is a joint stock company with limited liability incorporated in the PRC while the Company (together its subsidiaries) provides a variety of logistics services mainly for car manufacturers and car component suppliers in China. In order to provide such logistics services, the Group also needs to engage third party contractors to provide engineering construction services for building and maintaining its warehouses. The Group used to purchase engineering construction

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services from various suppliers, which imposed on the Group a lot of cost and management pressure. Chongqing Changan Construction (and its associates) has the requisite equipment, expertise and/or human resources to perform engineering construction services. Purchasing engineering construction services from Chongqing Changan Construction (and its associates) is beneficial to the Company from cost efficient prospective. It is very costly for a logistic enterprises to maintain an engineering construction team. The Company has established a good co-operation relationship with Chongqing Changan Construction and its associates and is satisfied with the quality and terms of the construction services provided by them. The Board considers it to be beneficial to the Company to enter into the Transactions as such transactions will facilitate the operation and growth of the Company's business.

Pricing of the Transactions

According to the Framework Agreement, Chongqing Changan Construction undertook to the Company that as to the transactions proposed to be carried out under the Framework Agreement, the terms offered to the Company and its subsidiaries should not be less favourable than those granted to an independent third party. The fees for transactions under the Framework Agreement should be paid on deferred basis and reached in accordance with the following principles:

- (i) pricing relating to certain types of services fixed by the PRC government;
- (ii) where there is no PRC government fixed price but a government guidance price exists, the government guidance price;
- (iii) when there is neither a PRC government fixed price nor a government guidance price, the market price; or
- (iv) where none of the above is applicable, the price to be agreed between the parties based on arm's length negotiations.

Proposed Caps

Resulting from the rapid increase of the production and sales volume of the Group's customers, the Group needs to substantially expand its storage capacity, thus increasing the need of engineering construction services. According to the Company's expansion plan, the Group plans to construct approximately 140,000 square meters of warehouses and approximately 160,000 square meters of storage facilitate for finished vehicles in 2007 and 2008.

In view of the increasing demand of construction services as a result of the expected business expansion of the Group as well as for the Group's benefit, the Directors are of the view that the conduct of Transactions is necessary.

For implementation of the aforesaid expansion plan, the Company will acquire engineering construction services for maintaining and building warehouses starting from the fourth quarter of 2007. Accordingly, the service fees to be paid to Chongqing Changan Construction and its associates for the whole year of 2007 are estimated to be RMB79,500,000. With the market condition of automotive logistics industry as well as the current and projected levels of the relevant transactions, the service fees payable by the Group to Chongqing Changan Construction and its associates for the year 2008 are expected to be

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increased to RMB118,300,000. The Proposed Caps are determined on assumption of the implementation of the expansion plan of warehouses and storage facilities as mentioned above and by reference to the prevailing construction cost in the market.

Since listing of the Company in February 2006, the Group has not purchased engineering construction services from Chongqing Changan Construction and its associates. During the period from 20 September 2007 to 2 October 2007, the transaction amount of the Group for acquiring engineering construction services from Chongqing Changan Construction and its associates were less than HK\$1 million. The Company will monitor and ensure that the transaction amount under the Framework Agreement will not exceed HK\$10 million before the obtaining of the Independent Shareholders' approval in relation thereto.

Taking into consideration that the Transactions have been negotiated on an arm's length basis and are conducted on normal commercial terms or on terms no less favourable than those available to independent third parties under prevailing local market conditions, and were entered into in the ordinary and usual course of business of the Company, the Directors are of the view that the Transactions and Proposed Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Implications under GEM listing rules

Chongqing Changan Construction is an associate of Changan Co., a substantial shareholder of the Company holding 24.08% of the total issued share capital of the Company while 100% of Chongqing Changan Construction's total equity interest is directly and indirectly held by Changan Co. The transactions between the Group and Chongqing Changan Construction and its associates shall constitute continuing connected transactions of the Company. Since the highest of all applicable percentage ratios of the annual amount of the Transactions as calculated in accordance with Rule 19.07 of the GEM Listing Rules is above 2.5%, the conduct of the Transactions shall be subject to the reporting, announcement and independent shareholders' approval.

The Company shall seek the Independent Shareholders' approval at the EGM for the Transactions on the condition that:

1. the annual amount of the Transactions shall not exceed the Proposed Caps (i.e. RMB79,500,000 for 2007 and RMB118,300,000 for 2008);
2. (i) the Transactions will be entered into in the usual and ordinary course of businesses of the Company and either (A) on normal commercial terms or (B) if there is no available comparison, on terms no less favourable to the Company than terms available from independent third parties; and

(ii) the Transactions will be entered into in accordance with the Framework Agreement and on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Company will also comply with relevant provisions of the GEM Listing Rules in relation to the Transactions.

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EGM

The Transactions (including the Proposed Caps) are subject to approval by the Independent Shareholders in accordance with the GEM Listing Rules. Changan Co., Changan Industrial and their respective associates (as at the Latest Practicable Date, in aggregate controlling or entitling to exercise control over the voting rights in 39,825,600 Shares, representing 24.57% of the total issued shares of the Company) will abstain from voting in relation to the ordinary resolution approving the Transactions. The voting at the EGM will be taken by a poll and the Company will make an announcement of the poll results.

The INED Committee has been formed to advise the Independent Shareholders in connection with the Transactions (including the Proposed Caps), and the Independent Financial Adviser has been appointed to advise the INED Committee and the independent Shareholders on the same.

A notice convening the EGM to be held at the Company's meeting room, No.561 Hongjin Road, Yubei District, Chongqing, the PRC on 10 December 2007 at 10:00 a.m. is set out on pages 24 to 25 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be). In relation to the arrangement for holders of domestic shares (including non-H foreign shares) of the Company, please see the notice of extraordinary general meeting. Completion of the form of proxy and its return will not preclude you from attending, and voting at, the EGM or any adjourned meeting (as the case may be) should you so wish.

Poll procedure

Pursuant to Article 78 of the Articles, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or after any vote by show of hands) demanded:

- (i) by the Chairman of the meeting, or
- (ii) by at least two members having the right to vote present in person or by proxy, or
- (iii) one or more members present in person (or by proxy) who alone or together hold 10% or more of the shares carrying the right to vote at the meeting.

Recommendation

Having considered the reasons set out herein, the Directors are of the opinion that the Transactions are conducted on normal commercial terms or on terms no less favourable than those available to independent third parties, under prevailing local market conditions, and were entered into in the ordinary and usual course of business of the Company, are fair and reasonable and in the interests of the Company and the Shareholders as a whole. We therefore recommend that you vote in favour of the

LETTER FROM THE BOARD

Transactions and the Proposed Caps.

II. PROPOSED AMENDMENTS TO THE ARTICLES

The Board proposed to amend the Articles as follows. The purpose of making amendments to Clause 1 of the Articles is to reflect the changes of the legal representatives of two promoters of the Company while amendments to Clause 12 of the Articles is to ensure the business scope of the Company covering the ancillary logistic services provided by the Company.

Details of the Amendments

1. Amendments to Clause 1 of the Articles

(i) Original Clause 1 (2):

"Singapore APL Logistics Ltd, Registered Office: 456 Alexandra Road, #06-00 NOL Building, Singapore, and Legal Representative: Koay Peng Yen"

be amended as

"Singapore APL Logistics Ltd, Registered Office: 456 Alexandra Road, #06-00 NOL Building, Singapore, and Legal Representative: Daniel C.Ryan";

(ii) Original Clause 1 (5):

"Chongqing Changan Industry Co., Ltd, Registered Office: #260 Jianxin Eastern Road, Jiangbei District, Chongqing ,China, and Legal Representative: Yin Jiayu"

be amended as

"Chongqing Changan Industry Co., Ltd, Registered Office: #260 Jianxin Eastern Road, Jiangbei District, Chongqing ,China, and Legal Representative: Zhou Bo".

2. Proposed amendments Clause 12 of the Articles

Original Clause 12 of the Articles:

"The business activities as approved by the Company Registration Authority shall be regarded as the business scope of the Company.

The business scope of the Company shall include general carriage of goods, multi-modal transportation services, in-land waterway goods transportation agency, warehousing, distribution and delivery, packaging and de-packaging, development of software for logistics and information services, logistics planning, management, and consultation services, import-export business and related services including operating import and export business on its own or as an agent, acting as import and export agent for export oriented processing or value-add enterprises, providing international freight forwarding agency services of sea, air and land transportation for imported and exported goods, including canvassing for cargoes, consigning cargoes for shipment, shipment arrangement and reservation, storage, transshipment, consolidation and deconsolidation of containers, processing of transportation related charges, customs declaration and clearance, quarantine declaration and clearance, insurance, other related short-distance transportation

LETTER FROM THE BOARD

services and transportation consultancy services.

In line with its own development capability, changes in markets and business demand, the Company may adjust its business scope and investment orientation in accordance with the approval of the resolution in the Company's general meeting and the relevant laws and regulations at an appropriate time and may set up branches and representative offices domestically and abroad and in Hong Kong, Macao and Taiwan (no matter whether it is exclusively-invested).

Notwithstanding the business scope of the Company as specified in Clause 12, the principal business focus of the Company ("Business Focus") shall be: logistics planning, management, consultation and training services; international and domestic multi-modal transportation of goods (including whole vehicle) services, warehousing, distribution and delivery services; packaging and de-packaging of component parts services; development of logistics software and information services; warehousing and transportation services. If the Company intends to make any adjustment to the Business Focus as specified above, approval by a special resolution passed at shareholders' general meeting shall be obtained."

be amended as follows:

"The business activities as approved by the Company Registration Authority shall be regarded as the business scope of the Company.

The business scope of the Company shall include general carriage of goods, multi-modal transportation services, in-land waterway goods transportation agency, warehousing, distribution and delivery, packaging and de-packaging, development of software for logistics and information services, logistics planning, management, and consultation services, import-export business and related services including operating import and export business on its own or as an agent, acting as import and export agent for export oriented processing or value-add enterprises, providing international freight forwarding agency services of sea, air and land transportation for imported and exported goods, including canvassing for cargoes, consigning cargoes for shipment, shipment arrangement and reservation, storage, transshipment, consolidation and deconsolidation of containers, processing of transportation related charges, customs declaration and clearance, quarantine declaration and clearance, insurance, other related short-distance transportation services and transportation consultancy services. Processing, assembling and selling of car components and parts. Selling and after services of cars. Manufacturing and selling of package.

In line with its own development capability, changes in markets and business demand, the Company may adjust its business scope and investment orientation in accordance with the approval of the resolution in the Company's general meeting and the relevant laws and regulations at an appropriate time and may set up branches and representative offices domestically and abroad and in Hong Kong, Macao and Taiwan (no matter whether it is exclusively-invested).

Notwithstanding the business scope of the Company as specified in Clause 12, the principal business focus of the Company ("Business Focus") shall be: logistics planning, management, consultation and training services; international and domestic multi-modal transportation of

LETTER FROM THE BOARD

goods (including whole vehicle) services, warehousing, distribution and delivery services; packaging and de-packaging of component parts services; development of logistics software and information services; warehousing and transportation services. If the Company intends to make any adjustment to the Business Focus as specified above, approval by a special resolution passed at shareholders' general meeting shall be obtained."

According to the Articles and the relevant laws and regulations, the Amendments are subject to the approval of the shareholders of the Company by way of special resolution at the general meeting. For such purpose, the Company will issue to the Shareholders a circular setting out the details of the Amendments. Further, the Amendments will become effective after the relevant procedures for the approval and/or registration or filing in the PRC have been completed.

Recommendation

The Directors hereby recommend you to vote in favour of the special resolution regarding the Amendments at the EGM.

On behalf of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Shi Chaochun
Executive Director



重慶長安民生物流股份有限公司
Changan Minsheng APLL Logistics Co., Ltd. *

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8217)

23 October 2007

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

To the Independent Shareholders

We have been appointed as the INED Committee to advise you in connection with the Transactions (together with the Proposed Caps), details of which are set out in the Letter from the Board set out in the circular to Shareholders dated 23 October 2007 (the "Circular"), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having taken into account the Transactions (together with the Proposed Caps), the principal factors and reasons considered by the Independent Financial Adviser and its advice in relation thereto as set out on pages 13 to 18 of the Circular, we are of the opinion that the Transactions are conducted on normal commercial terms or on terms no less favourable than those available to independent third parties, under prevailing local market conditions, and were entered into in the ordinary and usual course of business of the Company, the terms of the Transactions and the Proposed Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole. We therefore recommend that you vote in favour of the ordinary resolution to be proposed at the EGM to approve the Transactions (and the Proposed Caps).

Yours faithfully,

Wang Xu <i>Independent non-executive Director</i>	Peng Qifa <i>Independent non-executive Director</i>	Chong Teck Sin <i>Independent non-executive Director</i>
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** For identification purpose only*

LETTER FROM TANRICH CAPITAL

The following is the text of the letter of advice to the Independent Shareholders and the INED Committee in connection with the Transactions (including the Proposed Caps) pursuant to the Framework Agreement from Tanrich Capital prepared for the purpose of incorporation in this circular.



Tanrich Capital Limited
16/F Central Plaza
18 Harbour Road
Wanchai HongKong

23 October 2007

To the INED Committee and the Independent Shareholders of
Changan Minsheng APLL Logistics Co., Ltd.

Dear Sirs,

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

We refer to our appointment as the independent financial adviser to advise the INED Committee and the Independent Shareholders in respect of the Transactions and the Proposed Caps, details of which are contained in the letter from the Board in the circular issued to the Shareholders dated 23 October 2007 (the "Circular"), of which this letter forms part. Our role as the Independent Financial Adviser is to give our opinion as to whether terms of the Transactions and the Proposed Caps are on normal commercial terms, in the ordinary and usual course of business, fair and reasonable and in the interests of the Company and its Shareholders as a whole. Capitalized terms used in this letter shall have the same respective meanings as defined in the Circular unless the context requires otherwise.

On 2 October 2007, the Board announced that the Company had entered into the Framework Agreement with Chongqing Changan Construction, pursuant to which the Company (and its subsidiaries) will continuously purchase engineering construction services from Chongqing Changan Construction and its associates for a term effective from 20 September 2007 to 31 December 2008.

Under the relevant GEM Listing Rules, the Transactions and the Proposed Caps are subject to the reporting, announcement and Independent Shareholders' approval requirements. The Transactions and the Proposed Caps are subject to approval by the Independent Shareholders in accordance with the GEM Listing Rules. Changan Co., Changan Industrial and their respective associates will abstain from voting in relation to the resolution approving the Transactions and the Proposed Caps.

The INED Committee has been established to advise the Independent Shareholders as to whether the terms of the Transactions and the Proposed Caps are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

BASIS OF OUR OPINION

In formulating our opinion, we have relied on the accuracy of the information and facts supplied, and the opinions and representations expressed to us by the Company, its Directors and management of the Company. We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due and careful enquiry and are based on honestly-held opinions. We have no reason to doubt the truth, accuracy and completeness of the information and representations referred to in the Circular and provided to us by the Company, its Directors and management of the Company. We have been advised by the Directors that no material facts have been omitted from the information provided to us and referred to in the Circular. We have also assumed that all statement of intention of the Company, its Directors and management of the Company as set out in the Circular will be implemented. We have assumed that all information and representations made or referred to in the Circular and provided to us by the Company, its Directors and management of the Company, for which they were solely and wholly responsible, were true, complete and accurate at the time they were made and shall continue to be true, complete and accurate at the date of the EGM.

We have not, however, carried out any independent verification of the information and representations provided to us by the management of the Company and the Directors nor have we conducted any form of independent investigation into the businesses and affairs, financial position or the future prospects of the Company or its subsidiaries or associated companies.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation to the INED Committee and the Independent Shareholders relating to the fairness and reasonableness of the terms of the Transactions and the Proposed Caps, we have taken into consideration, inter alia, the following principal factors and reasons:

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS AND THE PROPOSED CAPS IN 2007 AND 2008

1. Background of the Transactions

On 2 October 2007, the Board announced that the Company had entered into the Framework Agreement with Chongqing Changan Construction, pursuant to which the Company (and its subsidiaries) will continuously purchase engineering construction services from Chongqing Changan Construction and its associates for a term effective from 20 September 2007 to 31 December 2008, pursuant to which the Company will be entering the continuing connected transactions with Chongqing Changan Construction and its subsidiaries during the years 2007 to 2008. The Framework Agreement which sets out the basis and the pricing principles for the transactions between the Company and the connected persons as described below.

Chongqing Changan Construction is an associate of Changan Co., a substantial shareholder of the Company holding 24.08% of the total issued share capital of the Company while 100% of the total equity interest of Chongqing Changan Construction is directly and indirectly held by Changan Co. The Transactions between the Group and Chongqing Changan Construction and its associates shall

LETTER FROM TANRICH CAPITAL

constitute continuing connected transactions of the Company. Since the highest of all applicable percentage ratios of the annual amount of the transactions as contemplated by the Framework Agreement as calculated in accordance with Rule 19.07 of the GEM Listing Rules is above 2.5%, the conduct of the Transactions shall be subject to the reporting, announcement and independent shareholders' approval requirements.

2. Reasons for and benefits of the Transactions

The Company is a joint stock company with limited liability incorporated in the PRC while the Company (together its subsidiaries) provides a variety of logistics services mainly for car manufacturers and car component suppliers in China. In order to provide such logistics services, the Group also needs to engage third party contractors to provide engineering construction services for building and maintaining its warehouses. The Group used to purchase engineering construction services from various suppliers, which imposed on the Group a lot of cost and management pressure. Chongqing Changan Construction (and its associates) has the requisite equipment, expertise and/or human resources to perform engineering construction services. Purchasing engineering construction services from Chongqing Changan Construction (and its associates) is beneficial to the Company from cost efficient prospective. It is very costly for a logistic enterprise to maintain an engineering construction team. The Company has established a good co-operation relationship with Chongqing Changan Construction and its associates and is satisfied with the quality and terms of the construction services provided by them. The Board considers it to be beneficial to the Company to enter into the Transactions as such transactions will facilitate the operation and growth of the Company's business.

According to the 2005 and 2006 annual reports of the Company, the turnovers of the Group for the three financial years ended 2006 were as follows:

	2006	2005	2004
	RMB'000	RMB'000	RMB'000
Turnover			
Transportation of finished vehicles	682,243	594,209	540,803
Supply chain management for automobile components and parts	375,456	278,059	266,956
Transportation of non-vehicle commodities	<u>46,778</u>	<u>9,908</u>	<u>15,745</u>
Total	<u>1,104,477</u>	<u>882,176</u>	<u>823,504</u>

There was an increasing trend for the turnovers of the Group from 2004 to 2006, representing an increase of 7.1% and 25.2% for 2004 to 2005 and 2005 to 2006 respectively. For the six-month period ended 30 June in 2006 and 2007, the turnovers of the Group were RMB 568,974,000 and RMB 671,012,000 respectively, representing an increase of 17.9% for the corresponding period from 2006 to 2007. It demonstrates that from 2004 to the mid of 2007, the Company's business has been growing in a consistent manner. We concurred with the expectation of the Board that the business of the Group will continue to grow sustainably in the coming years due to the growing demand of the vehicles from the PRC citizen.

We concurred with the Board that it is beneficial to the Company to enter into the Transaction as such transactions will support the business development and stable operational environment of the Company to substantially expand its storage capacity in 2007 and 2008 in order to cope with the rapid

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increase of production and sales volume of the Group's customers thus demanding the related logistics transportation services from the Group.

3. Terms of the Framework Agreements with Chongqing Changan Construction

According to the Framework Agreement, Chongqing Changan Construction undertook to the Company that for the transactions proposed to be carried out under the Framework Agreement, the terms offered to the Company and its subsidiaries should not be less favourable than those granted to an independent third party. The fees for the transactions under the Framework Agreement should be paid on deferred basis and reached in accordance with the following principles:

- (a) pricing relating to certain types of products and services fixed by the PRC government ;
- (b) where there is no PRC government fixed price but a government guidance price exists, the government guidance price;
- (c) when there is neither a PRC government fixed price nor a government guidance price, the market price; or
- (d) where none of the above is applicable, the price to be agreed between the parties based on arm's length negotiations.

We concurred with the Directors that the Transactions have been conducted on normal commercial terms or on terms no less favourable than those available to independent third parties, under prevailing local market conditions, and were entered into in the ordinary and usual course of business of the Company; and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

4. Proposed Caps

As stated in the "Letter from the Board" in the Circular, the Directors have considered that the following Proposed Caps in respect of the Transactions be set as the maximum annual values for the two years ending 31 December 2008:

Proposed Caps by years

(figures in RMB '000)

	Annual amount shall not exceed the Proposed Caps in 2007	Annual amount shall not exceed the Proposed Caps in 2008
Transactions	<u>79,500</u>	<u>118,300</u>

Engineering construction services

As stated in the "Letter from the Board" in the Circular, the Directors have taken into account the following factors in arriving at the Proposed Caps of the Transactions: (1) the significant need to expand its storage capacity to facilitate Company's customers, planning to construct approximately 140,000 square meters of warehouses and approximately 160,000 square meters of storage facilitate for finished vehicles; (2) the costs of construction of warehouses and storage facilitate for finished vehicles are reference to the prevailing construction costs in the market.

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We further discussed with the Directors, we noted the following: (1) the Group expects to build 6 warehouses in total of approximately 140,000 square meters to be built by Chongqing Changan Construction in 2007 and 2008. The area of these warehouses each to be built will be varied from 12,000 square meters to 70,000 square meters and such range of area is consistent to the warehouses currently operated by the Group; (2) in order to cope with the high growing vehicles transportation amount provided to Changan Ford Mazda Automobile Corporation Ltd. ("Changan Ford"), a major customer of the Group, in 2007 and 2008, the Group has to build 2 new storage facilities for finished vehicles adjacent to the car factories operated by Changan Ford. The Group plans to build 2 storage facilities for finished vehicles in total of approximately 160,000 square meters of construction area to be built by Chongqing Changan Construction in 2007 and 2008; (3) the Directors confirmed that the estimated cost of construction of warehouses and storage facilities for finished vehicles calculating the Proposed Caps is referred not only to the prevailing construction cost in the market but also to the historical construction cost of building owned by the Group with similar usage and construction area, we have reviewed the historical construction cost of warehouses and storage facilities for finished vehicles for 3 buildings completed in 2003 and in 2006 and found that the differences between the historical construction cost for the said buildings and the estimated construction cost in calculating the Proposed Caps are less than approximately 8.6%; (4) the Directors advised that a detailed construction proposal including the construction cost will be made by Chongqing Changan Construction before commencement of construction of each building of the planned warehouses and storage facilities for finished vehicles and the Group will check with the other independent third party constructor(s) to ensure that the construction cost of each building quoted by Chongqing Changan Construction will not be less favourable than those quoted by an independent third party constructor before internal approval and entering into the formal detailed agreement with Chongqing Changan Construction for commencement of construction of each building.

Having considered the above and, in particular, the following factors:

- (a) to cope with the significant increase in the production of finished vehicles and sales volume of the Group's customers in 2007 and 2008, the Group has to build new warehouses and storage facilities of finished vehicles to provide logistics services to meet the increasing demand from the customers in 2007 and 2008,
- (b) the estimated cost of construction of warehouses and storage facilities for finished vehicles calculating the Proposed Caps is referred not only to the prevailing construction cost in the market but also to the historical construction cost of building owned by the Groups and the differences between the estimated construction cost and the said historical construction cost are found to be less than approximately 8.6%;
- (c) the Proposed Caps for the construction fees to be paid to Chongqing Changan Construction and its associates for the whole year of 2007 are estimated to be RMB 79,500,000 and the construction fees to be paid to Chongqing Changan Construction and its associates for the whole year of 2008 are estimated to be RMB 118,300,000;

we are of the view that the Proposed Caps relating to the engineering construction services

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provided by Chongqing Changan Construction and its associates for the two years ending 31 December 2008 is fair and reasonable.

RECOMMENDATION

Having considered the above principal factors and reasons, we consider that conduct of the Transactions is in the interests of the Company and the Shareholders as a whole, and that the Transactions (including the Proposed Caps) are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we advise the INED Committee to recommend to the Independent Shareholders, and we also recommend to the Independent Shareholders, to vote in favour of the ordinary resolutions approving conduct of the Transactions (including the Proposed Caps) at the EGM.

Yours faithfully,
For and on behalf of
TANRICH CAPITAL LIMITED
Andy Chan
Responsible Officer

1. RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company 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 the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

2. EXPERT'S CONSENT AND QUALIFICATION

The following is the qualification of the professional adviser who has given opinion or advice which is contained in this circular:

Name	Qualification
Tanrich Capital Limited	A licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities

The Independent Financial Adviser has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and all reference to its name in the form and context in which they appear.

As at the Latest Practicable Date, the Independent Financial Adviser was not beneficially interested in the share capital of any member of the Group nor did it has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group nor did it have any interest, either direct or indirect, in any assets which have been, since 31 December 2006, being the date to which the latest published audited accounts of the Company, were made up, acquired, disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

3. DIRECTORS' AND SUPERVISORS' INTERESTS IN SHARES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at the Latest Practicable Date, none of the Directors, chief executive and the Supervisors have any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and the Supervisors is taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Rules 5.46 to 5.67 of the

GEM Listing Rules to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, the Directors, chief executive and the Supervisors were not beneficially interested in the share capital of any member of the Group nor did it has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group nor did it have any interest, either direct or indirect, in any assets which have been, since 31 December 2006 were made up, acquired, disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

4. SUBSTANTIAL SHAREHOLDERS AND PARTIES HOLDING INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at the Latest Practicable Date, so far as is known to the Directors and chief executive of the Company, the following persons, other than a Director, Supervisors, or chief executive of the Company, had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company; or are required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein:

Long position in shares

Name of Shareholders	Capacity	Number of shares	Percentage of domestic shares (non-H foreign shares included)	Percentage of H shares	Percentage of total registered share capital
Changan Automobile Company (Group) Limited ("Changan Co.")	Beneficial owner	39,029,088	36.45%	—	24.08%
Changan Co. (Note 1)	Interest of a controlled corporation	796,512	0.74%	—	0.49%
Minsheng Industrial (Group) Co., Ltd. ("Minsheng Industrial")	Beneficial owner	25,774,720	24.07%	—	15.90%
Minsheng Industrial (Note 2)	Interest of a controlled corporation	7,844,480	7.33%	—	4.84%
APL Logistics Ltd. ("APLL")	Beneficial owner	33,619,200	31.40%	—	20.74%
Ming Sung Industrial Co., (HK) Limited ("Ming Sung (HK)")	Beneficial owner	7,844,480	7.33%	—	4.84%
Atlantis Investment Management Ltd	Investment manager	15,000,000	—	27.27%	9.26%
788 China Fund Ltd.	Investment manager	4,000,000	—	7.27%	2.47%
Ajia Partners Asian Equity Special Opportunities Portfolio Master Fund Limited	Beneficial owner	3,315,000	—	6.03%	2.05%

Note 1: Changan Industrial Company Limited ("Changan Industrial"), Changan Co.'s subsidiary, holds 0.49% of the Company.

Note 2: Ming Sung (HK) is the subsidiary of Minsheng Industrial.

As at the Latest Practicable Date, the management shareholders (interests in the shares and underlying shares of the Company held by the management shareholders such as Changan Co.,

Minsheng Industrial, APL Logistics and Ming Sung (HK) are as disclosed above) hold interests in the shares and underlying shares of the Company as follows:

Name of shareholder	Capacity	Number of Shares	Percentage of domestic shares	Percentage of non H foreign shares	Percentage of H shares	Percentage of total registered share capital
Changan Industrial	Beneficialowner	796,512	0.74%	-	-	0.49%

Save as disclosed above, as at the Latest Practicable Date, so far as is known to the Directors and chief executive of the Company, there is no other person (other than the Director, Supervisors, or chief executive of the Company) who had interests or short positions in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or had a direct or indirect interests amounting to 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company and/or any subsidiaries of the Company; or are required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

5. SERVICE CONTRACTS OF DIRECTORS AND SUPERVISORS

No Director has a service contract with the Company which is not terminable by the Company within one year without payment other than statutory compensation.

Each of the directors and supervisors has entered into a service contract with the Company for term of three years ending the date of the annual general meeting held in 2008.

Each of the non-executive directors will not receive any directors remuneration for his/her services. Each of independent non-executive directors will be paid a fixed amount of director's fee per annum.

6. MATERIAL ADVERSE CHANGE

The Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 December 2006, being the date to which the Group's latest published audited accounts were made up.

7. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries is engaged in any litigation or arbitration of material importance and so far as the Directors are aware, no litigation or claim of material importance are pending or threatened by or against the Company or any of its subsidiaries.

8. COMPETING INTEREST

The Company's shareholders, namely APL Logistics, Minsheng Industrial, Ming Sung (HK) and Changan Co., have all entered into non-competition undertakings in favour of the Company. For details of the non-competition undertakings, please refer to the prospectus of the Company dated 16 February 2006. As at the Latest Practicable Date, so far as the Directors are aware of, except as disclosed in the

2006 annual report of the Company issued in 2007 that (i) APL Logistics is a global logistics provider with comprehensive network of facilities and services to support the global supply chain management needs of customers and (ii) Minsheng Industrial provides shipping and river transportation services along the Yangtze River and the Pearl River regions, as well as freight forwarding and trucking services, none of themselves or the management Shareholders (as defined in the GEM Listing Rules) or their respective associates had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Company or its subsidiaries or any other conflicts of interest with the Company or its subsidiaries. No contract or arrangement is subsisting at the date of the circular in which a director of the Company is materially interested and which is significant in relation to the business of the Company or its subsidiaries.

9. MISCELLANEOUS

- (a) The registered office of the Company is at Liangjing Village, Yuanyang Town, Yubei District, Chongqing, the PRC. The principal place of business in China is at No.561 Hongjin Road, Yubei District, Chongqing, the PRC.
- (b) The principal place of business in Hong Kong is at 16/F., 144-151 Singga Commercial Centre, Connaught Road West, Hong Kong.
- (c) The branch share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The qualified accountant and Company secretary of the Company is Mr. Yang Chuen Liang, a Certified Public Accountant of The Hong Kong Institute of Certified Public Accounts and a fellow of The Association of Chartered Certified Accountants and an associate of The Taxation Institute of Hong Kong.
- (e) The compliance officer of the Company is Mr. Huang Zhangyun.
- (f) The Company has established an audit committee with written terms of reference in compliance with rule 5.28 of the GEM Listing Rules. The audit committee is mainly responsible for overseeing the Company's internal audit system and its implementation; reviewing the Company's financial information and its disclosure; reviewing the Company's internal control system; auditing major connected transactions; and communication, supervision and verification of the Company's internal and external audit. The audit committee comprises the independent non-executive Directors, namely Mr. Peng Qifa, Ms. Wang Xu and Mr. Chong Teck Sin. Their respective biographies are set out below:

Mr. Peng Qifa, aged 43, joined the Company as an independent non-executive Director in December 2004. In 1998, he obtained a master's degree in Economics from the faculty of Business Administration at Sichuan University. Mr. Peng has been approved to be a lecturer of Economics in the Chongqing Industrial Management Institute and was qualified in 1996 to teach in tertiary institution in China. Mr. Peng is a Certified Public Accountant in the PRC and also an Independent Director of Xichang Electric Company Limited.

Ms. Wang Xu, aged 44, joined the Company as an independent non-executive Director in December 2004. Ms. Wang received her PhD from Chongqing University in 2001. She is a professor at Chongqing University. She was a member of the Decision-making Consultative Committee of the Chongqing government in China.

Mr. Chong Teck Sin, aged 52, joined the Company as an independent non-executive Director in July 2005. Mr. Chong was Seksun Corporation Limited's Group Managing Director (Commercial) 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. 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 and Beyonics Technology Limited (listed on Singapore Stock Exchange). 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.

- (g) The English text of this circular will prevail over the Chinese text.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (Saturdays and public holidays excepted) at 23/F., Gloucester Tower, 15 Queen's Road, Central, Hong Kong from the date of this circular up to and including 10 December 2007:

- (a) the letter from Tanrich Capital, the text of which is set out on pages 13 to 18 of this circular;
- (b) the written consent from Tanrich Capital referred to in paragraph 2 of this appendix;
- (c) the letter of recommendation from the Independent Board Committee to the Shareholders, the text of which is set out on page 12 of this circular;
- (d) the directors and supervisors service contracts referred to in paragraph 5 of this appendix; and
- (e) the Framework Agreement dated 2 October 2007



重慶長安民生物流股份有限公司
Changan Minsheng APLL Logistics Co., Ltd. *

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8217)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting ("EGM") of Changan Minsheng APLL Logistics Co., Ltd. (the "Company") will be held at the Company's meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, at 10:00 a.m. on 10 December 2007, to consider and approve (if thinks fit) the following resolutions:

SPECIAL RESOLUTION

1. To approve the proposed amendments to the articles of association of the Company

ORDINARY RESOLUTION

2. To approve the conduct of the non-exempt continuing connected transactions regarding the purchase of engineering construction services by the Company from Chongqing Changan Construction Company Ltd., and the proposed caps in relation thereto

By Order of the Board of Directors
Changan Minsheng Logistics Co., Ltd.
Shi Chaochun
Executive Director

Chongqing, the PRC
23 October 2007

** For identification purpose only*

Notes:

- (1) For details of the proposed resolutions and the meanings of defined terms used herein, please refer to the circular dated 23 October 2007 issued by the Company.
- (2) The Company's register of members will be closed from 10 November 2007 to 9 December

NOTICE OF EGM

2007 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares who wish attend the EGM and vote thereat, will have to return all their instruments of transfer together with the relevant share certificates to Computershare Hong Kong Investor Services Limited before 4 p.m. on 9 November 2007.

- (3) Shareholders who intend to attend the EGM will have to return the completed reply slip to the Company's share registry Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th 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, Yubei District, Chongqing, the PRC (Zip Code: 401121)) (in respect of domestic shares, including non-H foreign shares, same hereinafter) on or before 19 November 2007. The reply slip may be delivered by post, telegram or facsimile (Fax No.: (852) 28650990 or (8623) 89182221-2236).
- (4) 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 are appointed, the instruments of appointment should indicate the class and number of shares the proxies are representing.
- (5) Shareholders and their proxies should show their documents of identity when attending the meeting.
- (6) 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.
- (7) 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.
- (8) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the EGM.
- (9) Shareholders attending the EGM will be responsible for their own traveling and accommodation expenses.

As at the date of this notice, the directors of the Company are:

Executive directors:

Yin Jiayu
Huang Zhangyun
Lu Xiaozhong
Shi Chaochun
James H McAdam

Non-executive directors:

Lu Guoji
Daniel C. Ryan
Zhang Baolin
Cao Dongping
Wu Xiaohua
Lau Man Yee, Vanessa

Independent non-executive directors:

Wang Xu
Peng Qifa
Chong Teck Sin