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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)

**(I) REVISED CAP FOR CERTAIN EXISTING CONTINUING CONNECTED
TRANSACTIONS;**

(II) NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS FOR 2012 ~ 2014;

**(III) CONTINUING CONNECTED TRANSACTIONS EXEMPT FROM INDEPENDENT
SHAREHOLDERS' APPROVAL REQUIREMENTS FOR 2012 ~ 2014; AND**

CLOSURE OF REGISTER OF MEMBERS

**I. REVISED CAP FOR CERTAIN EXISTING CONTINUING CONNECTED
TRANSACTIONS**

Reference is made to the framework agreement entered into by the Company with Changan Automobile on 22 October 2008 for a period from 1 January 2009 to 31 December 2011. The continuing connected transactions under the framework agreement include finished vehicle transportation and supply chain management services for car raw materials, components and parts.

The Directors have been monitoring the continuing connected transactions between the Company and Changan Automobile. However, with the continuing development and expansion of the business of the Company and based on internal estimates of the demand and the operating conditions, the Directors note that the existing cap for the continuing connected transaction of the finished vehicle transportation between the Company and Changan Automobile for 2011 will not be sufficient for the Company's business needs. The Company therefore proposes to revise the existing cap for the relevant continuing connected transactions for the year from 1 January 2011 to 31 December 2011.

Since the highest of the applicable percentage ratios of the revised cap of the continuing connected transactions under the framework agreement as calculated in accordance with Rule 19.07 of the GEM Listing Rules exceeds 5%, the continuing connected transactions between the Company and Changan Automobile are subject to the reporting, annual review, announcement and the Independent Shareholders' approval requirements.

II. NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS FOR 2012 ~ 2014

For operational needs, the Company entered into various framework agreements with each of

Changan Industry Co., Changan Automobile, Minsheng Industrial, Beijing Changjiu and Changan Construction on 28 October 2011. And due to the need to raise operation and investment fund, the Company entered into a framework agreement with Zhuangbei Finance on 28 October 2011. Pursuant to such agreements, the Group will continuously enter into certain non-exempt continuing connected transactions with such connected persons during the period from 1 January 2012 to 31 December 2014.

Since the highest of the applicable percentage ratios of each of the Non-Exempt Continuing Connected Transactions as calculated in accordance with Rule 19.07 of the GEM Listing Rules exceeds 5%, the conduct of such transactions shall be subject to the reporting, annual review, announcement and independent shareholders' approval requirements under the GEM Listing Rules.

III. CONTINUING CONNECTED TRANSACTIONS EXEMPT FROM INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENTS FOR 2012 ~ 2014

Apart from Changan Industry Co., the Company also entered into framework agreements with APLL on 28 October 2011. Pursuant to such agreements (including the agreement with Changan Industry Co.), the Group will enter into certain continuing connected transactions with such connected persons during the period from 1 January 2012 to 31 December 2014.

Due to need for business development, the Company's subsidiary Nanjing CMSC entered into a framework agreement with Baogang Zhushang on 28 October 2011. Pursuant to such agreement, Nanjing CMSC will conduct certain continuing connected transactions with Baogang Zhushang for the period from 1 January 2012 to 31 December 2014.

Since the highest of the applicable percentage ratios of each of the continuing connected transactions under such framework agreements as calculated in accordance with Rule 19.07 of the GEM Listing Rules are less than 5%, the conduct of such transactions shall only be subject to the reporting, annual review and announcement requirements, but is exempt from the independent shareholders' approval requirements pursuant to Rule 20.34 of the GEM Listing Rules.

The INED Committee has been formed to advise the Independent Shareholders in connection with (i) the Revised Cap for Certain Existing Continuing Connected Transactions and (ii) the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 (including the Proposed Caps), and China Merchants Securities (HK) has been appointed as the Independent Financial Adviser to advise the INED Committee and the Independent Shareholders in relation thereto.

The Company proposes to convene the EGM to consider the approval of the Revised Cap for Certain Existing Continuing Connected Transactions and the Non-exempt Continuing Connected Transactions for 2012 ~ 2014 (including the Proposed Caps). The notice convening the EGM together with the proxy form for use at the EGM has also been issued by the Company to Shareholders on 28 October 2011.

A circular containing, among other things, details regarding the Revised Cap for Certain Existing Continuing Connected Transactions and the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 (including the Proposed Caps), a letter from the INED Committee and an opinion from China Merchants Securities (HK) (the Independent Financial Advisor) giving opinion regarding the Revised Cap for Certain Existing Continuing Connected Transactions and the Non-Exempt Continuing Connected Transactions (including the Proposed Caps) for 2010 ~ 2014 will be issued to the Shareholders as soon as practicable.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend and vote at the EGM, the Company's register will be closed from 13 November 2011 to 13 December 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 11 November 2011.

I. REVISED CAP FOR CERTAIN EXISTING CONTINUING CONNECTED TRANSACTIONS

BACKGROUND

Reference is made to the framework agreement entered into by the Company with Changan Automobile on 22 October 2008 for a period from 1 January 2009 to 31 December 2011. The continuing connected transactions relating to the services provided by the Group to Changan Automobile and its associates under the framework agreement include finished vehicle transportation and supply chain management services for car raw materials, components and parts, details of which were set out in the announcement of the Company dated 28 October 2008 and in the circular of the Company dated 13 November 2008.

Changan Industry Co. is a substantial Shareholder of the Company, holding 24.57% of the total issued share capital of the Company. As at the date of this announcement, Changan Industry Co. is wholly owned by CSG. CCAG, a wholly owned subsidiary of CSG, holds 43.33% equity interest in Changan Automobile. Therefore, according to the GEM Listing Rules, Changan Industry Co. and Changan Automobile are connected persons of the Company.

The Directors have been monitoring the continuing connected transactions between the Group and Changan Automobile and its associates. However, with the continuing development and expansion of the business of Changan Automobile and based on internal estimates of the demand and the operating conditions, the Directors note that the existing cap for the continuing connected transaction relating to the services provided by the Group to Changan Automobile and its associates for 2011 in the amount of RMB1,925,200,000 will not be sufficient for Changan Automobile's business needs and as such the cap for the certain continuing connected transactions will need to be revised.

The transactions as contemplated by the framework agreement between the Company and Changan Automobile shall comply with the reporting, annual review, announcement and independent shareholders approval requirements under the GEM Listing Rules as the highest of the applicable percentage ratio of the Non-exempt Continuing Connected Transactions as calculated in accordance with Rule 19.07 of the GEM Listing Rules exceeds 5%.

PRICING OF THE CONTINUING CONNECTED TRANSACTIONS

According to the framework agreement between the Company and Changan Automobile, Changan Automobile undertook to the Company that, for transactions as contemplated by the framework agreement, the terms offered by Changan Automobile should not be less favorable than those granted to an independent third party by such connected persons. The consideration for transactions under the framework agreement should be reached in accordance with the following pricing 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.

The arrangements contemplated by the framework agreement are non-exclusive to each other. The parties shall be at liberty to choose the counterparties for the relevant transactions. The fees will be payable in arrear on terms as specified.

PROPOSED REVISED CAP FOR NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS AND THE RATIONALE

With the continuing development and expansion of the business of the Group, especially the JV company Nanjing CMSC and Harbin Branch (which was established in 2011) had sharp increase in providing finished vehicles transportation and based on internal estimates of the demand and the operating conditions, the Board proposes the following revised cap in respect of the continuing connected transactions between Changan Automobile and its associates and the Group be set as the maximum new annual values of such on-going transactions for the year from 1 January 2011 to 31 December 2011:

unit: RMB1.00 yuan

Continuing connected transactions	The existing annual cap which was approved (for the year from 1 January 2011 to 31 December 2011)	Actual figures for the year from 1 January 2009 to 31 December 2009	Actual figures for the period from 1 January 2010 to 31 December 2010	Proposed revised cap (for the year from 1 January 2011 to 31 December 2011)
Finished vehicle transportation	1,925,200,000	1,573,887,000	1,741,635,000	2,464,163,800

During the period from 1 January 2011 to 31 August 2011, the aggregate transaction amount (unaudited) in respect of the continuing connected transaction of finished vehicle transportation between Changan Automobile and its associates and the Group was approximately RMB1,678,272,100. Prior to the date of the Independent Shareholders' approval, the Company is of the view that the transaction amount for this year will not (and the Company will through its internal control system to ensure that the transaction will not) exceed the relevant threshold under Rule 20.34 of the GEM Listing Rules.

The Directors (excluding the independent non-executive directors), after reviewing the respective bases, are of the view that the framework agreement was entered into : (1) in the ordinary and usual course of business of the Company; (2) on normal commercial terms (on arm's length basis or on terms no less favorable to the Company than terms available from independent third parties); and (3) that the terms thereof (including the proposed Revised Cap for Certain Existing Connected Transactions) are fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATION UNDER THE GEM LISTING RULES

Since the highest of the applicable percentage ratios of the revised cap of the continuing connected transactions under the framework agreement as calculated in accordance with Rule 19.07 of the GEM Listing Rules exceeds 5%, the continuing connected transactions between the Group and Changan Automobile and its associates under the Framework Agreement are subject to the reporting, annual review, announcement and the Independent Shareholders' approval requirements.

According to the articles of association of the Company, with regard to the board resolution, the four Directors, being Mr. Zhang Lungang, Mr. Gao Peizheng, Mr. Li Ming and Mr. Zhou Zhengli, who are connected with the parties interested and/or involved in the Revised Cap for Certain Non-Exempt Continuing Connected Transactions with Changan Automobile and its associates shall abstain from voting in relation to the corresponding resolution. In addition, the Directors who are independent from the connected persons of the relevant non-exempt continuing connected transactions are obliged to monitor the conduct of the non-exempt continuing connected transactions as part of their fiduciary duties for the best benefit and interest of the Company and its shareholders as a whole.

The Revised Cap for Certain Non-Exempt Continuing Connected Transactions is subject to approval by the Independent Shareholders in accordance with the GEM Listing Rules. Changan Industry Co. will abstain from voting in relation to the resolution approving the Revised Cap for Certain Non-Exempt Continuing Connected Transactions. The voting at the extraordinary general meeting 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 terms of the Revised Cap for Certain Non-Exempt Continuing Connected Transactions, and China Merchants Securities (HK) has been appointed as the Independent Financial Adviser to advise the INED Committee and the Independent Shareholders on the same.

A circular containing, among other things, further information on the Revised Cap for Certain Non-Exempt Continuing Connected Transactions with the letter from the INED Committee, an opinion from the Independent Financial Adviser will be dispatched to Shareholders as soon as possible.

II. NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS FOR 2012 ~ 2014

BACKGROUND

The Company entered into various framework agreements with each of Changan Industry Co., Changan Automobile, Minsheng Industrial, Beijing Changjiu and Changan Construction on 22 October 2008, and with Zhangbei Finance on 30 March 2009 for purposes of governing the conduct of certain continuing connected transactions between the Company and each of the parties. Such agreements will expire on 31 December 2011. Please refer to the Company's announcement and circular dated 28 October 2008 and 13 November 2008 for details of the Company's continuing connected transactions with each of Changan Industry Co., Changan Automobile, Minsheng Industrial, Beijing Changjiu and Changan Construction, and the Company's announcement and circular dated 30 March 2009 and 17 April 2009 for details of the Company's continuing connected transactions with Zhangbei Finance (and the Company's announcement and circular dated 26 April 2010 and 14 May 2010 for details of the supplemental agreement relating to the revised caps of the Company's continuing connected transactions with Zhangbei Finance).

In order to continue with such transactions and as approved by the Board, the Company on 28 October 2011 entered into various framework agreements with each of Changan Industry Co., Changan Automobile, Minsheng Industrial, Beijing Changjiu, Changan Construction and Zhuangbei Finance, all of such agreements shall be valid from 1 January 2012 to 31 December 2014.

As above mentioned, Changan Industry Co. and Changan Automobile are the connected persons of the Company. Changan Construction is wholly (directly and indirectly) owned by Changan Industry Co. Accordingly, Changan Construction is a connected person of the Company. As at the date of this announcement, Changan Industry Co. is wholly owned by CSG, which in turns holds 42.27% equity interest in Zhuangbei Finance. Therefore, according to the GEM Listing Rules,

Zhuangbei Finance is also a connected person of the Company.

Minsheng Industrial holds 15.90% of the total issued share capital of the Company and is regarded as substantial Shareholder of the Company. So Minsheng Industrial is a connected person of the Company. Ming Sung (HK) is a subsidiary of Minsheng Industrial, Ming Sung (HK) is then treated as an associate of the substantial Shareholder of the Company under the GEM Listing Rules.

Beijing Changjiu currently holds 24% equity interest in Nanjing CMSC, a subsidiary of the Company. Being a substantial shareholder of Nanjing CMSC, Beijing Changjiu is regarded as a connected person of the Company under the GEM Listing Rules.

The transactions as contemplated by the Non-exempt Continuing Connected Transactions Framework Agreements shall comply with the reporting, annual review, announcement and independent shareholders approval requirements under the GEM Listing Rules as the highest of the applicable percentage ratios of the Non-exempt Continuing Connected Transactions as calculated in accordance with Rule 19.07 of the GEM Listing Rules exceed 5%.

REASONS FOR AND BENEFITS OF THE NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

The Group provides a variety of logistics services mainly for car manufacturers and car component suppliers in China. The Directors consider the non-exempt continuing connected transactions with Changan Automobile and its associates to be in conformity with the Group's principal businesses and development strategies. In addition, the Group has established long-term co-operation relationships with Changan Automobile and its associates. Therefore, the Directors expect the Group to continuously enter into transactions with them.

In order to provide logistics services, the Group needs to purchase transportation services on a continuing basis. The Company has established long-term co-operation relationships with Minsheng Group, Beijing Changjiu and its associates. Minsheng Group and Beijing Changjiu have transacted with the Company previously. The Company is generally satisfied with the quality and terms of the transportation services provided by them. In addition, such parties have extensive experienced in providing transportation services which meet the need of the Group. Therefore, the Directors expect the Group to continuously enter into transactions with them.

In order to provide logistics services for car manufacturers and car component suppliers in mainland China, the Group also needs to engage third party contractors to provide engineering construction services for building and maintaining its logistics facilities, such as the warehouse, on a continuing basis. The Group has established long-term co-operation relationships with Changan Construction and its associates and is generally satisfied with the quality and terms of the engineering construction services provided by them.

The principal factors attributable to the Non-Exempt Continuing Connected Transactions between the Company and Zhuangbei Finance are: (1) following successive expansions in the asset scale of the Company, the in-flows and out-flows of cash out of the operating activities becomes more frequent and the amounts have also increased continuously, resulting in the increase in deposit amounts of the Company; (2) the time for settlement will be shortened and finance costs will be decreased if the Company deposits and conducts note discounting services with, and/or to obtain loan advancement from, Zhuangbei Finance; and (3) in order to support the normal operation and investment activities, apart from the net in-flows of cash out of the operation activities, more funds will be needed as a supplement. As a non-banking financial institution in the PRC, Zhuangbei Finance has an affluent capital base and renowned credibility. Against such background the Board is of the view that the loan advancement from Zhuangbei Finance is consistent with the Group's principal businesses and development strategies. In view of the relationship between the Group and Zhuangbei Finance, the Board proposes to conduct such continuing connected transactions.

Due to the long-term relationship between the Company and Changan Industry Co., Changan Automobile, Minsheng Industrial, Beijing Changjiu, Changan Construction and Zhuangbei Finance, the Board considers it to be beneficial to the Company to continue to enter into the Non-exempt Continuing Connected Transactions as such transactions have facilitated and will continue to facilitate the operation and growth of the Company's business.

The Board considers that as per the Non-exempt Continuing Connected Transactions Framework Agreements, the Non-exempt Continuing Connected Transactions will be conducted on normal commercial terms or on terms no less favorable than those available from independent third parties, under prevailing local market conditions, and such agreements were entered in the ordinary and usual course of business of the Company, are fair and reasonable and in the interests of the Company and its shareholders as a whole.

PRICING OF THE CONTINUING CONNECTED TRANSACTIONS

According to the Non-Exempt Continuing Connected Transactions Framework Agreements, each of Changan Industry Co., Changan Automobile, Minsheng Industrial, Beijing Changjiu and Changan Construction undertook to the Company that, for transactions as contemplated by Non-Exempt Continuing Connected Transactions Framework Agreements for 2012 ~ 2014, the terms offered by Changan Industry Co., Changan Automobile, Minsheng Industrial, Beijing Changjiu and Changan Construction should not be less favorable than those granted to an independent third party by such connected persons. The consideration for transactions under the Non-Exempt Continuing Connected Transactions Framework Agreements for 2012 ~2014 should be reached in accordance with the following pricing 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.

The terms of the framework agreement with Zhuangbei Finance provides that in conducting the deposit, note discounting and loan advancement services between the Company and its subsidiaries and Zhuangbei Finance, the terms offered by Zhuangbei Finance in respect of such transactions to the Company and its subsidiaries shall be based on the normal commercial terms which shall in any event be no less favourable than those terms can be obtained by the Company and its subsidiaries from independent third parties. Zhuangbei Finance shall provide deposit interests, note discounting and loan advancement services based on those terms. Zhuangbei Finance shall follow the pricing principles as set out in the framework agreement. Both parties will sign if necessary separate agreement(s) in writing for provision of the deposit interest, note discounting and loan advancement according to laws to ensure that payment of the relevant deposit interest be made to the Company and its subsidiaries and the relevant note discounting and loan advancement services can be processed in a timely manner. In respect of the provision of loan advancement to the Company and its subsidiaries by Zhuangbei Finance, such advancement shall be with or without pledges. If pledges are actually required for the relevant loan advancement, the assessment value of the asset to be pledged shall not exceed the amount of the loan. The Company and its subsidiaries shall in accordance with the actual circumstances and within the scope of the framework agreement sign separate agreement(s) in writing containing detailed transaction terms with Zhuangbei Finance, and to pay and/or receive the relevant price, expenses or interest according to those terms.

The arrangements contemplated by the Non-Exempt Continuing Connected Transactions Framework Agreements are non-exclusive to each other. The relevant parties shall be at liberty to choose the counterparties for the relevant transactions. The fees will be payable in arrear on terms as specified.

PROPOSED CAPS FOR NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS AND THE RATIONALE

The Board has considered and proposed that the following caps in respect of the Non-Exempt Continuing Connected Transactions be set as the maximum annual amount for the three financial years ending 31 December 2014:

1. Services provided by the Group to Changan Industry Co. and its associates

Continuing connected transactions	Supply chain management services for vehicles and car raw materials, components and parts & non-vehicle logistics services
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB5,529,000, RMB6,274,000, RMB8,220,000 and RMB13,932,000, respectively
Approved caps of supply chain management services for car raw materials, components and parts and other logistics services, such as other product packaging and transportation services for the three years ended 31 December 2011	In 2008, the approved continuing connected transactions with Changan Industry Co. and its associates were under the category “supply chain management services for car raw materials, components and parts and other logistics services, such as other product packaging and transportation services,” and the approved annual caps for the year ended 31 December 2011 were RMB47,160,000, RMB65,770,000 and RMB78,347,000, respectively. For clarity, the “supply chain management services for car raw materials, components and parts and other logistics services, such as other product packaging and transportation services” was renamed as the “supply chain management services for vehicles and car raw materials, components and parts & non-vehicle logistics services”. The above two names have the same meanings.
Proposed caps	For the three years ended 31 December 2014, RMB34,421,000, RMB55,760,700 and RMB71,124,100 respectively
Basis for determination of the proposed caps	Changan Industry Co. and its associates shall provide automobile raw materials and components and parts to Changan Automobile and its associates. With the rapid increase in the production and sales volume of Changan Automobile and its associates, their demand for car components and parts will increase too. Meanwhile, Changan Automobile and its associates are generally satisfied with the quality of products and price of the products provided by Changan Industry Co. and its associates. So Changan Automobile and its associates will increase purchasing automobile raw materials and components and parts from Changan Industry Co. and its associates. Changan Industry Co. and its associates will thus increase its investment to expand the production scale, especially Changan Industry Co. had listed the automobile components and parts production and sales business into its mainstay business and the supply chain management services for vehicles and car raw materials, components and parts provided by the Group will increase. It is estimated that Changan Industry Co. and

	<p>its associates will continuously explore the market share and will make more products sale contracts with other automakers. Besides, Changan Industry Co. plans to promote special using vehicles into the market in the forthcoming years.</p> <p>Besides, Changan Industry Co. and its associates produce and sell many kinds of non-vehicle products, such as door-locks, transformers, motorcycles, wind power equipments, etc. The Group will strengthen the exploration on non-vehicle products logistics business in the forthcoming three years. Based on the packaging service for the non-vehicle products, the Group expects to strive for and expand the international freight forwarding business of non-vehicle products and motor cycles distribution. The Group is making efforts to develop the non-vehicle products logistics business into an important component of the Company's whole operation.</p>
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2. Services provided by the Group to Changan Automobile and its associates

Continuing connected transactions	Supply chain management services for vehicles and car raw materials, components and parts
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB1,376,278,000 (among which, RMB924,846,000 for finished vehicle transportation and RMB451,432,000 for supply chain management services for car raw materials, components and parts), RMB2,077,914,000 (among which, RMB1,573,887,000 for finished vehicle transportation and RMB504,027,000 for supply chain management services for car raw materials, components and parts), RMB2,513,372,000 (among which, RMB1,741,635,000 for finished vehicle transportation and RMB771,737,000 for supply chain management services for car raw materials, components and parts) and RMB2,203,230,900 (among which, RMB1,678,272,100 for finished vehicle transportation and RMB524,958,800 for supply chain management services for car raw materials, components and parts), respectively
Approved caps for the three years ended 31 December 2011 (including the approved revised caps)	<p>As approved by the Independent Shareholders in 2008, the annual caps of the non-exempt continuing connected transactions for the three years ended 31 December 2011 were (1) finished vehicle transportation RMB1,577,071,000, RMB1,742,996,000 and RMB1,925,200,000 (which is to be revised to RMB2,464,163,800 subject to Independent Shareholders' approval at the EGM); (2) supply chain management services for car raw materials, components and parts RMB933,786,000, RMB1,303,973,000 and RMB2,363,603,000.</p> <p>The proposed caps for the three years ended 31 December 2014 are the figures combining the two categories of supply chain management services for vehicles and car raw materials, components and parts.</p>
Proposed caps	For the three years ended 31 December 2014, RMB4,440,617,400, RMB5,708,715,000 and RMB7,290,900,500 respectively
Basis for determination of the proposed caps	(1) The Company estimates that for the forthcoming three years, the rate of the production and sales volume of Chinese automobile will exceed the annual rate of the gross domestic product. As influenced by continuing increases in income per capita and the improving level

	<p>of living, the prospects of Chinese automobile market is brightening.</p> <p>(2) The production and sales volume of Changan Automobile and its associates will increase with the development of Chinese automobile market. Especially, 1) Chongqing Yuzui Automobile Production Base will gradually enhance the production volume, comparing with the old base, it will increase sharply; 2) there will be a large amount of new products put into the market in the forthcoming three years by Changan Automobile and its associates, it will promote and expand products sales as well. And these new products range from low level to the middle and high level. The production and sale of the new products will enhance the competition of customers and enlarge the market share.</p> <p>(3) To strive for and operate the business with other finished vehicles plants beside Chongqing (such as Harbin Base, Jiangxi Base and so on) of Changan Automobile and its associates. To increase the Group's logistics business volume and increase the supply chain management income from automobile and its raw materials and car components and parts.</p> <p>(4) To strive for the value-added logistics service especially the tire sub-assembly business. We estimate that for the forthcoming three years, the scale of such business will expand continuously.</p>
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3. Services provided to the Group by Minsheng Group

Continuing connected transactions	Transportation services of vehicles and car raw materials, components and parts
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB149,444,000, RMB194,217,000, RMB228,052,000 and RMB187,651,900, respectively
Approved caps for the three years ended 31 December 2011	RMB528,857,000, RMB656,807,000 and RMB828,569,000, respectively
Proposed caps	For the three years ended 31 December 2014, RMB681,353,300, RMB806,146,400 and RMB943,806,800 respectively
Basis for determination of the proposed caps	<p>(1) As we estimate that the logistics service we provide to our customers will increase considerably, we propose to purchase extra transportation services. Water transportation is relatively cheaper than road transportation. In response to the demands from customers, the Group proposes to increase the purchase of water transportation services from Minsheng Group.</p> <p>(2) With the sharp increase in the import and export business of Changan Automobile and its associates, the transportation services on international freight forwarding purchased by the Group from Minsheng Group will increase sharply too.</p> <p>(3) The Company thought that Minsheng Group has power in water and road transportation with stable price and low cost which can meet the demand of the Group.</p>

4. Services provided to the Group by Beijing Changjiu and its associates

Continuing connected transactions	Transportation services of vehicles and car raw materials, components and parts
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB64,216,000, RMB59,655,000, RMB51,272,000, RMB37,808,300, respectively
Approved caps for the three years ended 31 December 2011	RMB209,651,000, RMB278,628,000 and RMB354,075,000, respectively
Proposed caps	For the three years ended 31 December 2014, RMB65,510,500, RMB76,256,300 and RMB86,996,900 respectively
Basis for determination of the proposed caps	It is estimated that the logistics services volume provided by the Group to Changan Automobile and its associates (especially the new bases in Chongqing New North Zone and in Chongqing Yuzui) will increase sharply, so the Group will continue and increase the purchase of transportation services of vehicles and car raw materials and components and parts. The Group and Beijing Changjiu and its associates have good cooperation relationship and the Group is generally satisfied with the transportation services provided by Beijing Changjiu and its associates. So the Group will continue and increase the purchase of transportation services of vehicles and car raw materials and components and parts from Beijing Changjiu and its associates.

5. Services provided to the Group by Changan Construction and its associates

Continuing connected transactions	Engineering construction services
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB23,155,000, RMB0, RMB1,496,000 and RMB8,170,841.49, respectively
Approved caps for the three years ended 31 December 2011	RMB200,000,000, RMB150,000,000 and RMB150,000,000, respectively
Proposed caps	For the three years ended 31 December 2014, RMB190,000,000, RMB231,100,000 and RMB163,700,000 respectively
Basis for determination of the proposed caps	The Company estimates that for the forthcoming three years, a large amount of logistics facilities need to be invested to construct for providing good logistics services to our customers. It is estimated during the period 2012 – 2014, an investment amount of hundreds of millions RMB will be put into the construction of logistics services facilities, especially the facilities relevant to providing logistics services to the new bases in Chongqing New North Zone and in Chongqing Yuzui of Changan Automobile and its associates. The Group and Changan Construction and its associates have good cooperation relationship and the Group is generally satisfied with the engineering construction services provided by Changan Construction and its associates. So the Group will purchase more engineering construction services from Changan Construction and its associates.

6. Non-exempt Continuing Connected Transactions between the Group and Zhuangbei Finance

Continuing connected transactions	The maximum amount of loan outstanding (including interests) on a daily basis
Historical figures	For the three years ended 31 December 2010 and the

	eight-month period ended 31 August 2011, RMB0, RMB50,608,000, RMB50,608,000 and RMB0, respectively
Approved caps for the three years ended 31 December 2011 (including the approved revised caps)	RMB100,000,000, RMB300,000,000 and RMB300,000,000, respectively
Proposed Caps	For the three years ended 31 December 2014, RMB300,000,000, RMB400,000,000 and RMB500,000,000, respectively
Basis for determination of the Proposed Caps	To supplement the fund for investment and the daily operation activities of the Group with the increasing of investment and expansion of operation scale of the Group in the forthcoming three years.

Continuing connected transactions	The maximum amount of deposit (including interest) on a daily basis
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB0, RMB98,856,000, RMB144,196,000 and RMB101,635,762.3, respectively
Approved revised caps for the three years ended 31 December 2011	RMB100,000,000, RMB300,000,000 and RMB300,000,000, respectively
Proposed Caps	For the three years ended 31 December 2014, RMB600,000,000, RMB800,000,000 and RMB1,000,000,000, respectively
Basis for determination of the Proposed Caps	Following successive expansions in the asset scale and operation scale of the Group, the in-flows and out-flows of cash out of the operating activities becomes more frequent and the amounts have also increased continuously, resulting in the increase in deposit amounts of the Group.

Continuing connected transactions	The aggregate amount of each note discounting transactions on an annual basis
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB0, RMB0, RMB0 and RMB0, respectively
Approved caps for the three years ended 31 December 2011	RMB50,000,000, RMB50,000,000 and RMB50,000,000, respectively
Proposed Caps	For the three years ended 31 December 2014, RMB100,000,000, RMB100,000,000 and RMB100,000,000, respectively
Basis for determination of the Proposed Caps	Following successive expansions in production operation of the Company, especially taking the current tight monetary policy (which may continue for a while as estimated by the Company) into consideration, there has been a constant increase in settlement by way of note discounting between our customers and suppliers. As at 30 June 2011, the balance of bills receivables exceeded RMB100 million yuan, realizing more than double increase of that of 31 December 2010. The Company estimates that in the forthcoming three years, the cash of the Group may not enough. So the Group needs to raise up the fund required for operational activities with note discounting settlement.

In arriving at the above Proposed Caps, the Directors have considered, in addition to specific factors mentioned above, the market condition of automotive logistics industry as well as the current and projected levels of the relevant transactions.

The Directors (excluding the independent non-executive Directors), after reviewing the respective

bases, are of the view that the Proposed Caps for the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 are fair and reasonable.

IMPLICATION UNDER THE GEM LISTING RULES

Under the GEM Listing Rules, the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 are subject to the reporting, annual review, announcement and independent shareholders' approval requirements. The Company will seek the Independent Shareholders' approval at the EGM.

According to the articles of association of the Company, with regard to the board resolutions, the four Directors, being Mr. Zhang Lungang, Mr. Gao Peizheng, Mr. Li Ming and Mr. Zhou Zhengli, who are connected with the parties interested and/or involved in the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 with Changan Industry Co., Changan Automobile, Changan Construction and Zhuangbei Finance and their respective associates shall abstain from voting in relation to the corresponding resolutions; the three Directors, being Mr. Lu Guoji, Mr. Lu Xiaozhong and Mr. Wu Xiaohua, who are connected with the parties interested and/or involved in the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 with Minsheng Group shall abstain from voting in relation to the corresponding resolution. For the relevant Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 with Beijing Changjiu, no directors are required to abstain from voting. In addition, the Directors who are independent from the connected persons of the relevant Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 are obliged to monitor the conduct of the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 as part of their fiduciary duties for the best benefit and interest of the Company and its shareholders as a whole.

The Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 (including the Proposed Caps) is subject to approval by the Independent Shareholders in accordance with the GEM Listing Rules. Changan Industry Co. will abstain from voting in relation to the resolutions approving the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 with Changan Industry Co., Changan Automobile, Changan Construction, Zhuangbei Finance and their respective associates. Minsheng Industrial and Ming Sung (HK) will abstain from voting in relation to the resolution approving the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 with Minsheng Group. 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 terms of the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 (including the Proposed Caps), and China Merchants Securities (HK) has been appointed as the independent financial adviser to advise the INED Committee and the Independent Shareholders on the same.

The Company proposes to convene the EGM to consider the approval of the Revised Cap for Certain Existing Continuing Connected Transactions and the Non-exempt Continuing Connected Transactions for 2012 ~ 2014 (including the Proposed Caps). The notice convening the EGM together with the proxy form for use at the EGM has also been issued by the Company to Shareholders on 28 October 2011.

A circular containing, among other things, further information on the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 with the letter from the INED Committee, an opinion from the Independent Financial Advisor will be dispatched to Shareholders as soon as possible.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend and vote at the EGM, the Company's register will be closed from 13 November 2011 to 13 December 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 11 November 2011.

III. CONTINUING CONNECTED TRANSACTIONS EXEMPT FROM INDEPENDENT SHAREHOLDERS' APPROVAL FOR 2012 - 2014

On 28 October 2011, apart from Changan Industry Co., the Company also entered into framework agreements with APLL, which shall be valid from 1 January 2012 to 31 December 2014. As referred as above mentioned, Changan Industry Co. and APLL are the substantial Shareholders of the Company. Therefore, according to the GEM Listing Rules, the transactions between the Company and each of them become connected transactions of the Company.

On 28 October 2011, Nanjing CMSC entered into a framework agreement with Sumitomo, which will take effect from 1 January 2012 to 31 December 2014. Nanjing CMSC is a 51% subsidiary of the Company while 25% of Nanjing CMSC's equity interest is held by Sumitomo. According to the GEM Listing Rules, Sumitomo, by virtue of its interest in Nanjing CMSC as a substantial shareholder thereof, becomes a connected person of the Company. Transactions entered into between Nanjing CMSC and Baogang Zhushang, the associate of Sumitomo, shall constitute connected transactions of the Company, thus subject to compliance with the relevant requirements under the GEM Listing Rules.

According to the above mentioned agreements, Changan Industry Co. and APLL undertook to the Company and Baogang Zhushang undertook to Nanjing CMSC that, for transactions proposed to be carried out under the agreements, the terms offered to the Group should not be less favorable than those granted to an independent third party by them. The consideration for transactions under the agreements should be reached in accordance with the following principles:

- (i) pricing relating to certain types of products and 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.

The Board has considered and proposed that the following caps in respect of the Continuing Connected Transactions be set as the maximum annual amount from 1 January 2011 to 31 December 2014:

1. Services provided by the Group to APLL and its associates

Continuing connected transactions	Provision of logistics services to APLL and its associates
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB0, RMB28,000, RMB0 and RMB0, respectively
Approved caps for the three years ended 31 December 2011	RMB5,000,000, RMB15,000,000 and RMB20,000,000, respectively
Proposed Caps	For the three years ended 31 December 2014, RMB30,000,000, RMB30,000,000 and RMB30,000,000, respectively
Basis for determination of the Proposed Caps	The Group has a comparable strong logistics capacity in mainland China and can provide logistics services with good

	quality and low cost to our customers. With the development of Chinese logistics industry, the Company thought of that APLL will strengthen its logistics business exploration in mainland China. It is estimated for the forthcoming three years, the demand of supply chain management services from APLL's customers in mainland China will increase continuously. The Group estimates that by the Group's advantages in mainland China (the cost and the business net), the Group may obtain the outsourced logistics business from APLL.
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2. Services provided by Nanjing CMSC to Sumitomo

Continuing connected transactions	Supply chain management services for car raw materials, components and parts
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB0, RMB3,200,000, RMB7,337,000 and RMB14,125,900, respectively
Approved caps for the three years ended 31 December 2011	RMB6,396,000, RMB7,594,000 and RMB22,000,000, respectively
Proposed caps	For the three years ended 31 December 2014, RMB22,000,000, RMB27,000,000 and RMB32,000,000 respectively
Basis for determination of the proposed caps	The Company estimates that the car components and parts provided by Baogang Zhushang to Changan Automobile and its associates (especially Changan Ford Mazda Nanjing Plant) will increase with the increase of the production and sales volume of Changan Automobile and its associates. Therefore, the logistics services provided by Nanjing CMSC to Baogang Zhushang will increase correspondingly.

3. Services provided to the Group by Changan Industry Co. and its associates

Continuing connected transactions	Transportation services of vehicles and car raw materials, components and parts
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB0, RMB0, RMB0 and RMB0, respectively
Proposed caps	For the three years ended 31 December 2014, RMB12,121,300, RMB14,084,800 and RMB15,944,700 respectively
Basis for determination of the proposed caps	The supply chain management services for vehicles and car raw materials, components and parts provided by the Group to Changan Automobile and its associates will increase with the rapid increase of the production and sales volume of Changan Automobile and its associates. So the corresponding purchasing of transportation services by the Group will increase rapidly. Changan Industry Co. and its associates own special transportation trucks for delivering vehicles, and have trucks to deliver cargoes such as car components and parts and can meet the demand for road transportation of the Group. Besides, the Company estimates that Changan Industry Co. and its associates will increase the investment in transportation equipments. In order to provide good quality logistics services to our customers, the Group will increase purchase of transportation services from Changan Industry Co. and its associates, especially road transportation services.

4. Services provided to the Group by APLL and its associates

Continuing connected transactions	Transportation services of vehicles and car raw materials, components and parts
Historical figures	For the three years ended 31 December 2010 and the eight-month period ended 31 August 2011, RMB0, RMB0, RMB0 and RMB73,400, respectively
Proposed caps	For the three years ended 31 December 2014, RMB30,000,000, RMB30,000,000 and RMB30,000,000 respectively
Basis for determination of the proposed caps	With the increase of production and sales volume of Changan Automobile and its associates, the import and export of vehicles and car components and parts will increase, too. The Company estimates that the international freight forwarding business and ocean transportation for finished vehicles and car components and parts will increase rapidly. Therefore, the purchasing of transportation services will increase rapidly. APLL has strong power in supply chain management and strong ocean transportation capacity. So the Group will purchase the transportation services of vehicles and car raw materials, components and parts from APLL.

In arriving at the above proposed caps, the Directors have considered, in addition to specific factors mentioned above, the market condition of automotive logistics industry as well as the current and projected levels of the relevant transactions.

Since the highest of the applicable percentage ratios of each of the continuing connected transactions under the relevant framework agreement as calculated in accordance with Rule 19.07 of the GEM Listing Rules does not exceed 5%, the conduct of such transactions shall only be subject to the reporting, annual review and announcement requirements, but is exempt from the independent shareholders' approval requirements pursuant to Rule 20.34 of the GEM Listing Rules.

The Directors (including the independent non-executive directors), after reviewing the respective bases, are of the view that each of the framework agreements was entered into : (1) in the ordinary and usual course of business of the Company; (2) on normal commercial terms (on arm's length basis or on terms no less favorable to the Company than terms available from independent third parties); and (3) that the terms thereof (including the Caps for each of the Continuing Connected Transactions) are fair and reasonable and in the interest of the Company and its shareholders as a whole.

According to the articles of association of the Company, with regard to the board resolutions, the four Directors, being Mr. Zhang Lungang, Mr. Gao Peizheng, Mr. Li Ming and Mr. Zhou Zhengli, who are connected with the parties interested and/or involved in the Continuing Connected Transactions exempt from independent shareholders' approval for 2012 - 2014 with Changan Industry Co. and its associates shall abstain from voting in relation to the corresponding resolution; the three Directors, being Mr. William K Villalon, Ms. Lau Man Yee, Vanessa and Mr. Danny Goh Yan Nan, who are connected with the parties interested and/or involved in the Continuing Connected Transactions exempt from independent shareholders' approval for 2012 - 2014 with APLL and its associates shall abstain from voting in relation to the corresponding resolutions. For the relevant Continuing Connected Transactions exempt from independent shareholders' approval for 2012 - 2014 between Nanjing CMSC and Baogang Zhusahng, no directors are required to abstain from voting. In addition, the Directors who are independent from the connected persons of the relevant continuing connected transactions are obliged to monitor the conduct of the continuing connected transactions exempt from independent shareholders' approval as part of their fiduciary duties for the best benefit and interest of the Company and its shareholders as a whole.

GENERAL INFORMATION

The Company is a foreign-invested limited liability company incorporated in the PRC and provides a variety of logistics services mainly for car manufacturers and car components and parts

suppliers in China.

Changan Industry Co. now produces and sells car components and other industrial products.

Changan Automobile produces and sells automobiles.

Changan Construction engages in engineering design and construction services.

The principal businesses of Zhuangbei Finance are to accept enterprises deposits, process financial activities such as enterprise loan and fund raising as approved by CBRC.

Beijing Changjiu engages in transportation by road.

Minsheng Industrial engages in transportation via rivers and by sea.

APLL engages in supply chain management services.

Sumitomo engages in manufacturing, trading and logistics services.

DEFINITIONS

“APLL”	APL Logistics Ltd., a company incorporated in Singapore with limited liability and a wholly owned subsidiary of NOL. It is one of our substantial shareholders
“Associate”	Has the meaning ascribed thereto in the GEM Listing Rules
“Beijing Changjiu”	Beijing Changjiu Logistics Co., Ltd. (北京長久物流股份有限公司), former name was Beijing Changjiu Logistics Limited (北京長久物流有限公司), a joint stock limited company established in the PRC
“Board”	The board of directors of the Company
“CBRC”	China Banking Regulatory Commission
“CCAG”	China Changan Automobile Group (中國長安汽車集團股份有限公司), a joint stock limited company established in the PRC on 26 December 2005, former name was China South Industries Automobile Corporation (中國南方工業汽車股份有限公司).
“Changan Automobile”	Chongqing Changan Automobile Co., Ltd. (重慶長安汽車股份有限公司), a joint stock company established in China on 31 October 1996, the shares of which are listed on the A and B share markets of the Shenzhen Stock Exchange
“Changan Industry Co.”	Chongqing Changan Industry (Group) Co., Ltd., a limited liability company established in China on 28 October 1996, formerly named Changan Automobile Company (Group) Limited (長安汽車(集團)有限責任公司)
“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 Industry Co.

"China Merchants Securities (HK)" or "Independent Financial Advisor"	China Merchants Securities (HK) Co., Limited, a licensed corporation to carry out type 1 (dealing in securities), type 2 (dealing in futures contract), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities as defined under the Securities and Futures Ordinance and the independent financial adviser to the INED Committee and the Independent Shareholders in relation to the Revised Cap for Certain Existing Continuing Connected Transactions and the Non-exempt Continuing Connected Transactions for 2012 ~ 2014 (including the Proposed Caps)
"China or PRC"	The People's Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
"Company"	重慶長安民生物流股份有限公司 (Changan Minsheng APLL Logistics Co., Ltd.)
"Connected Person"	has the meaning ascribed thereto in the Listing Rules
"Continuing connected transactions exempt from independent shareholders' approval requirements for 2012-2014"	the on-going connected transactions to be conducted from 2012 to 2014, as set out under the paragraph headed "Continuing connected transactions exempt from independent shareholders' approval for 2012-2014" in this announcement
"CSG"	China South Industries Group Corporation (中國南方工業集團公司), a company established in the PRC on 1 July 1999 with limited liability
"Directors"	directors of the Company
"EGM"	the extraordinary general meeting to be held by the Company at the meeting room, No.561 Hongjin Road, Yubei District, Chongqing, the PRC, at 10:00 a.m. on 13 December 2011 to consider the approval of the Revised Cap for Certain Existing Continuing Connected Transactions and the Non-exempt Continuing Connected Transactions for 2012 ~ 2014 (including the Proposed Caps)
"GEM Listing Rules"	Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
"Group"	the Company and its subsidiaries from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Shareholders"	shareholders that, in relation to the resolutions approving the Revised Cap for Certain Existing Continuing Connected Transactions and the Non-exempt Continuing Connected Transactions for 2012 ~ 2014 with Changan Industry Co., Changan Automobile, Changan Construction, Zhuangbei Finance and their respective associates, exclude Changan Industry Co. and its associates; in relation to the resolution approving the Non-exempt Continuing Connected Transactions

for 2012 ~ 2014 with Minsheng Industrial and its associates, exclude Minsheng Industrial, Ming Sung (HK) and their respective associates

“INED Committee”	a committee comprised of Mr. Peng Qifa, Mr. Chong Teck Sin and Mr. Poon Chiu Kwok, all of whom are independent non-executive directors of the Company, formed to advise the Shareholders in connection with the Revised Cap for Certain Existing Continuing Connected Transactions and the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 (including the Proposed Caps)
“Ming Sung (HK)”	Ming Sung Industrial Co., (HK) Limited, a company established in Hong Kong with limited liability on 31 May 1949
“Minsheng Industrial”	Minsheng Industrial (Group) Co., Ltd.(民生實業(集團)有限公司),a limited liability company established in China on 10 October 1996
“Minsheng Group”	Minsheng Industrial and its subsidiaries and associates from time to time
“Nanjing CMSC”	Nanjing CMSC Logistics Co., Ltd. (南京長安民生住久物流有限公司), a foreign invested joint venture company established in 2007
“Non-Exempt Continuing Connected Transactions for 2012-2014”	the on-going connected transactions to be conducted from 2012 to 2014, as set out under the paragraph headed “Non-Exempt Continuing Connected Transactions for 2012-2014” in this announcement
"Non-Exempt Continuing Connected Transactions Framework Agreement(s)"	the framework agreement entered into on 28 October 2011 by the Company with each of Changan Industry Co., Changan Automobile, Minsheng Industrial, Beijing Changjiu, Changan Construction and Zhuangbei Finance, all of such agreements shall be valid from 1 January 2012 to 31 December 2014
"Proposed Cap(s)"	the proposed annual maximum limitation of the Revised Cap for Certain Existing Continuing Connected Transactions and the Non-Exempt Continuing Connected Transactions for 2012 ~ 2014 and the Continuing connected transactions exempt from independent shareholders' approval requirements for 2012 ~ 2014
"Revised Cap for Certain Existing Continuing Connected Transactions"	the revised annual cap for the continuing connected transactions for the year from 1 January 2011 to 31 December 2011, as set out under the paragraph headed “Revised Cap for Certain Existing Continuing Connected Transactions” in this circular
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholders”	shareholders of the Company
"Shares”	ordinary shares of the Company, with a par value of RMB1.00 each

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Sumitomo"	Sumitomo Corporation, a limited company established in Japan on 24 December 1919
"Zhuangbei Finance"	Binqi Zhuangbei Group Financial Limited Liability Company (兵器裝備集團財務有限責任公司)

By Order of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Executive Director
Zhu Minghui

Chongqing, the PRC, 28 October 2011

As at the date of this announcement, the board of directors of the Company comprises: (1) Mr. Zhang Lungang, Mr. Gao Peizheng, Mr. Lu Xiaozhong, Mr. Zhu Minghui and Mr. William K Villalon as the Executive Directors; (2) Mr. Lu Guoji, Ms. Vanessa Lau Man Yee, Mr. Li Ming, Mr. Wu Xiaohua, Mr. Zhou Zhengli and Mr. Danny Goh Yan Nan as the Non-executive directors; (3) Mr. Peng Qifa, Mr. Chong Teck Sin and Mr. Poon Chiu Kwok as Independent non-executive directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 the information contained in this announcement 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 announcement misleading.

This announcement will remain on the pages of "Latest Company Announcements" on the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting.

** For identification purpose only*