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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 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.

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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: 01292)

ELECTION OF DIRECTORS
AMENDMENTS OF THE ARTICLES OF ASSOCIATION
AND
PROPOSED CHANGE OF AUDITORS

A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 15 May 2014 is set out in pages 3 to 8 of this circular.

The notice convening the AGM of Changan Minsheng APLL Logistics Co., Ltd. to be held at 10:00 a.m. on 30 June 2014 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC is set out on pages 9 to 12 of this circular.

Proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the office of the Board of the Company at No.561, Hongjin Road, Yubei District, Chongqing, the PRC (Zip Code:401121) (for the holders of the Domestic Shares only (in respect of domestic shares, including non-H foreign shares)), as soon as possible and in any event not less than 24 hours before the time appointed for holding the relevant meeting or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending, and voting in person at, the meeting or any adjournment thereof if you so wish.

** For identification purpose only*

15 May 2014

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting for 2013 to be held by the Company at 10:00 a.m. on 30 June 2014 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC to consider, inter alia, the proposals regarding the election of director, the amendments of the Articles of Association and the change of auditors
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of directors of the Company
“Group”	the Company and its subsidiaries from time to time
“Changan Industry Company”	Chongqing Changan Industry (Group) Co., Ltd., a limited liability company established in China on 28 October 1996, formerly known as Changan Automobile Company (Group) Limited (長安汽車(集團)有限責任公司)
“China” or “PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“Company”	Changan Minsheng APLL Logistics Co., Ltd. (重慶長安民生物流股份有限公司)
“Listing Rules”	the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited
“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” or “Exchange”	The Stock Exchange of Hong Kong Limited



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: 01292)

Executive directors:

Zhu Minghui
Lu Xiaozhong
William K Villalon
Wang Yang

Non-executive directors:

Lu Guoji
Wu Xiaohua
Danny Goh Yan Nan
Du Bin

Independent non-executive directors:

Peng Qifa
Chong Teck Sin
Poon Chiu Kwok
Jie Jing
Zhang Yun
Goh Chan Peng

Registered Office:

Liangjing Village
Yuanyang Town
Yubei District
Chongqing
The PRC

Principal place of business

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

** For identification purpose only*

15 May 2014

To the Shareholders

Dear Sir or Madam,

**ELECTION OF DIRECTOR
AMENDMENTS OF THE ARTICLES OF ASSOCIATION
AND
PROPOSED CHANGE OF AUDITORS**

A. INTRODUCTION

Reference is made to the announcements published by the Company on 5 May 2014 and

LETTER FROM THE BOARD

12 May 2014.

The purpose of this circular is to set out, amongst other things, the information of election of director, amendments of the Articles of Association and proposed change of auditors of the Company in order to allow you to make an informed decision on voting in respect of the ordinary resolutions regarding the election of director and proposed change of auditors and the special resolution regarding the amendments of the Articles of Association, all to be proposed at the AGM.

B. ELECTION OF DIRECTOR

Reference is made to an announcement of the Company published on 5 May 2014.

The Board proposes to elect Mr. Wang Lin as non-executive director of the Company for replacement of Mr. Du Bin. The election is subject to approval by the Shareholders by way of ordinary resolution at the forthcoming AGM.

Biography of Mr. Wang Lin is as follows:

Mr. Wang Lin, aged 45, holding a Bachelor's Degree. Graduated from East China Institute of Technology in July 1991, Mr. Wang was assigned to former Changan Automobile (Group) Company Liability Limited and worked as Deputy head of one Research Institute under the Precision Machine Factory, Yinchuan Area Manager in the Sales Company, Chief Engineer of the Precision Machine Factory, Deputy Chief Engineer of the Machine Manufacturing Company and Deputy head of Operating Management Department under the Machine Manufacturing Company of Changan Automobile (Group) Company Liability Limited. Mr. Wang also served as Deputy head of Producing and Manufacturing Department, Deputy Director of the Office and Party Branch Secretary and head of Management Information Department and Party Branch Secretary of Changan Industry Company. Mr. Wang currently serves as Board Secretary, head of Development & Planning Department and Party Branch Secretary in Changan Industry Company. Mr. Wang has rich working experience in development planning, technology research and development, producing and manufacturing, corporate governance, etc..

Save as disclosed above, Mr. Wang Lin has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Wang Lin does not hold any other positions with the Company or other members of the Group and does not have any relationships with any directors, senior management, substantial or controlling Shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

If Mr. Wang Lin is elected as the non-executive director at the AGM, the Company will enter into a service agreement with Mr. Wang Lin in relation to his appointment. Subject to the approval by the Shareholders at the AGM, Mr. Wang Lin will be entitled to director's emoluments which are to be determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group.

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Save as disclosed above, Mr. Wang Lin is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company, nor any information needed to be disclosed under Rules 13.51(2) of the Listing Rules.

C. AMENDMENTS OF THE ARTICLES OF ASSOCIATION

The Board proposes to amend Clause 2 and Clause 4 of Article 12 of the Articles of Association to reflect the business qualification of the Company and to amend Article 100 of the Articles of Association in order to improve the decision-making efficiency of the Company by reducing the number of the Board members. The proposed amendments of the Articles of Association are subject to approval by the Shareholders at the AGM by way of special resolution and the approval to be obtained from the relevant PRC government authorities.

The proposed amendments of the Articles of Association are set out below:

(1) Clause 2 of the original Article 12 is:

“The Company’s scope of business covers: general freight transport, multimodal transport, national shipping forwarder service, storage, distribution, packing, sub-packaging, developing logistics software and information service as well as logistics planning, management and consulting service; import and export business or agent service; forwarding for imported and exported cargos by sea, air and land including cargo canvass, consignment, booking, storage, transshipment, container FCL and LCL, settling freight, customs clearance, inspection application and insurance and relevant service for short-distance transport and consulting. It also engages in packing, assembling and selling auto raw materials and parts as well as manufacturing and selling packaging for auto parts. In addition the Company provides service of containers freight stations, such as cargo storage, stowage, tally, forwarding, information service, handling, loading and unloading.”

which is proposed to be amended as follows:

“The Company’s scope of business covers: general freight transport, multimodal transport, national shipping forwarder service, storage, distribution, packing, sub-packaging, developing logistics software and information service as well as logistics planning, management and consulting service; import and export business or agent service; forwarding for imported and exported cargos by sea, air and land including cargo canvass, consignment, booking, storage, transshipment, container FCL and LCL, settling freight, customs clearance, inspection application and insurance and relevant service for short-distance transport and consulting. It also engages in packing, assembling and selling auto raw materials and parts as well as manufacturing and selling packaging for auto parts. In addition the Company provides service of containers freight stations, such as cargo storage, stowage, tally, forwarding, information service, handling, loading and unloading. The Company also operates in the sales of finished vehicles (including new and second-hand) and vehicle maintenance.”

LETTER FROM THE BOARD

(2) Clause 4 of the original Article 12 is:

“Despite the first paragraph of this Article on the Company’s scope of business, its scope of core business at present (“core business”) covers: logistics planning, management, consulting and training service; international and national multimodal transport, storage, distribution of cargos (including carloads); packing and assembling service for parts; developing logistics software and information service; storage and shipping service. And changes of the foregoing business to be made by the Company need to be approved by an extraordinary resolution at the Shareholders’ meeting first.”

which is proposed to be amended as follow:

“Despite the first paragraph of this Article on the Company’s scope of business, its scope of core business at present (“core business”) covers: logistics planning, management, consulting and training service; international and national multimodal transport, storage, distribution of cargos (including carloads); packing and assembling service for parts; developing logistics software and information service; storage and shipping service; sales of finished vehicles (including new and second-hand) and vehicle maintenance. Any changes of the foregoing business to be made by the Company need to be approved by way of special resolution at the Shareholders’ meeting first.”

(3) the original Article 100 is:

“The Company shall establish a Board of Directors consisting of 17 directors. The Board of Directors shall have 1 Chairman and 1 Vice Chairman.

Members of the Board include executive directors, non-executive directors and independent non-executive directors (“independent directors”), who all shall have the qualifications pursuant to relevant laws and regulations. The number of independent directors is at least one third of the total members of the board.”

which is proposed to be amended as follows:

“The Company shall establish a Board of Directors consisting of 11 directors. The Board of Directors shall have 1 Chairman and 1 Vice Chairman.

Members of the Board shall have the qualifications pursuant to relevant laws and regulations and the Listing Rules. The number of independent non-executive directors (“independent directors”) shall represent at least one third of the total members of the board.”

The Board considers that the proposed amendments are in the interest of the Company and its Shareholders as a whole. Advice has been obtained from independent legal advisers that the amended Articles of Association comply with the laws of the PRC and the Listing Rules requirements.

D. PROPOSED CHANGE OF AUDITORS

The Board has resolved to appoint Ernst & Young and Ernst & Young Hua Ming LLP as the international and the PRC auditors of the Company for the year 2014, respectively. The proposed change of auditors is subject to the approval by the Shareholders at the AGM.

The change of auditors was a commercial decision of the Company. PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP will retire as the international and the PRC auditors of the Company upon expiration of its current term of office with effect from the conclusion of the AGM and will not be re-appointed. PricewaterhouseCoopers has confirmed to the Company in writing that there were no matters regarding its retirement that should be brought to the attention to the Board and the audit committee of the Company. The Board also confirmed that there were no relevant matters regarding the change of auditors that should be brought to the attention of the Shareholders. The Board and the audit committee of the Company further confirmed that there were no disagreements or unresolved matters between the Company and PricewaterhouseCoopers regarding such change of auditors by the Company.

Subject to the approval by the Shareholders at the AGM, the Board will negotiate with Ernst & Young and Ernst & Young Hua Ming LLP to determine the remuneration to each of them for their provision of audit services for the Company.

E. ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at 10:00 a.m. on 30 June 2014 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, to consider, inter alia, the election of director, amendments of the Articles of Association and proposed change of auditors. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding such meeting.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or at any adjourned meetings should you wish.

All votes of resolutions at the AGM will be taken by poll pursuant to the Listing Rules.

F. CLOSURE OF REGISTER OF MEMBERS

Closure of register of members for the AGM

In order to determine the shareholders of H Shares who will be entitled to attend the AGM, the Company will suspend registration of transfer of shares from 31 May 2014 to 30 June 2014, both days inclusive.

In order to qualify to attend the AGM and to vote, shareholders of H Shares of the

LETTER FROM THE BOARD

Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates with the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 30 May 2014. Holders of H Shares whose names are recorded in the register of members of the Company on 30 June 2014 are entitled to attend and vote at the AGM.

Closure of register of members for payment of final dividend of 2013

In order to determine the shareholders of H Shares who will be entitled to receive the final dividend for the year ended 31 December 2013, the Company will suspend registration of transfer of shares from 5 July 2014 to 10 July 2014, both days inclusive.

In order to qualify to receive the final dividend for the year ended 31 December 2013, shareholders of H Shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates with the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 4 July 2014. Holders of H Shares whose names are recorded in the register of members of the Company on 10 July 2014 are entitled to receive the final dividend for the year ended 31 December 2013.

G. RECOMMENDATIONS

The Board is of the view that the proposals regarding the election of director, the amendments of the Articles of Association and the change of auditors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders vote in favor of the resolutions to be proposed at the AGM.

H. RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this circular misleading.

On behalf of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Zhu Minghui
Chairman



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: 01292)

NOTICE OF 2013 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2013 annual general meeting (“AGM”) 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 30 June 2014, to consider and approve (if thinks fit) the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors for the year ended 31 December 2013;
2. To consider and approve the Report of the Supervisory Committee for the year ended 31 December 2013;
3. To consider and approve the audited consolidated accounts and the Report of the Auditors for the year ended 31 December 2013;
4. To consider and approve the Financial Report for the year ended 31 December 2013;
5. To consider and approve the declaration of a final dividend of RMB0.25 (including tax) per share of the Company for the year ended 31 December 2013 (Note 7);
6. To consider and approve the Fixed Assets Investment Plan for 2014 and authorize the board of directors to adjust such annual plans according to the actual situations;
7. To consider and approve the appointment of Ernst & Young as the 2014 international auditor of the Company for a term to expire by the next annual general meeting of the Company, and to authorize the board of directors of the Company to determine its remuneration; and the appointment of Ernst & Young Hua Ming LLP as the 2014 PRC auditor of the Company for a term to expire by the next annual general meeting, and to authorize the board of directors to determine its remuneration (Note 8);
8. To consider and approve the appointment of Mr. Wang Lin as the non-executive director of the Company with a term commencing from the conclusion of the AGM until the expiry of the term of the current session of the board of directors and to authorize the board of directors of the Company to fix the remuneration and to enter

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into service or employment contract with Mr. Wang Lin on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters (Note 8);

9. To consider and approve the revision of the existing annual cap for certain continuing connected transaction regarding the provision of note discounting services by China South Industries Group Finance Co., Ltd. to the Company and its subsidiaries for the year ended 31 December 2014 (Note 9);

SPECIAL RESOLUTION

10. To consider and approve the amendments to the Articles of Association of the Company (such amendments need to be approved by the relevant government organizations in China) (Note 8).

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

Chongqing, the PRC
15 May 2014

Notes:

- (1) Closure of register of members for the AGM

In order to determine the shareholders of H Shares who will be entitled to attend the AGM, the Company will suspend registration of transfer of shares from 31 May 2014 to 30 June 2014, both days inclusive.

In order to qualify to attend the AGM and to vote, shareholders of H Shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates with the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 30 May 2014. Holders of H Shares whose names are recorded in the register of members of the Company on 30 June 2014 are entitled to attend and vote at the AGM.

- (2) Closure of register of members for payment of final dividend of 2013

In order to determine the shareholders of H Shares who will be entitled to receive the final dividend for the year ended 31 December 2013, the Company will suspend registration of transfer of shares from 5 July 2014 to 10 July 2014, both days inclusive.

In order to qualify to receive the final dividend for the year ended 31 December 2013, shareholders of H Shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates with the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 4 July 2014. Holders of H Shares whose names are recorded in the register of members of the Company on 10 July 2014 are entitled to receive the final dividend for the year

NOTICE OF ANNUAL GENERAL MEETING

ended 31 December 2013.

- (3) Shareholders who intend to attend the AGM will have to return the completed reply slip to the Company's H share registrar Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in respect of H Shares) or the office of the Board of the Company at No. 561, Hongjin Road, Yuebei District, Chongqing, the PRC (postal code 401121) (in respect of domestic Shares, including non-H foreign Shares, same hereinafter) on or before 10 June 2014. The reply slip may be delivered by post, telegram or facsimile (Fax No. for H shareholders is (852) 2865 0990 or Fax No. for domestic shareholders is (8623) 89182265).
- (4) A shareholder who has the right to attend and vote at the AGM is entitled to appoint a proxy or proxies (whether or not a member) to attend and vote on his behalf. In the event more than one proxy is appointed, the instruments of appointment should indicate the class and number of Shares the proxies are representing.

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.

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 AGM.

After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the AGM.

- (5) Shareholders and their proxies should show their documents of identity when attending the meeting.
- (6) Shareholders attending the AGM will be responsible for their own traveling and accommodation expenses.
- (7) Based on the total number of shares in issue on the record date for implementation of the profit appropriation, the Board recommended the payment of a final dividend of RMB 0.25 (including tax) (2012: RMB 0.3 (including tax)) per share for the year ended 31 December 2013.

In accordance with the Enterprise Income Tax Law of the People's Republic of China and its implementation regulations which came into effect on 1 January 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise shareholders whose names appear on the register of members for H shares of the Company when distributing final dividends to them. Any H shares registered not under the name of an individual shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as shares held by non-resident enterprise shareholders. Therefore, on this basis, enterprise income tax shall be withheld from dividends payable to such shareholders. If holders of H shares intend to change its shareholder status, please enquire about the relevant procedures with your agents or trustees. The Company will strictly comply with the laws or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant shareholders based on the register of members for H shares of the Company. Pursuant to the requirements of "Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi No. [1994]020) 《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》 (財稅字[1994]020號), individual foreigners exempt from individual income tax on dividend and bonus from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, thus the individual shareholders which hold the H shares of the Company and whose names appear in the H-share registrar are not required to pay the individual income tax of PRC.

- (8) For details, please refer to the circular of the Company dated 15 May 2014.
- (9) Details of the revision of the existing annual cap for certain continuing connected transaction regarding the provision of note discounting services by China South Industries Group Finance Co., Ltd. to the Company and its subsidiaries for the year ended 31 December 2014 are set out in the announcement of the Company dated 15 May 2014. Relevant circular with letters from the independent board committee and the independent financial advisor will be

NOTICE OF ANNUAL GENERAL MEETING

despatched to Shareholders as soon as practicable.

As at the date of this notice, the board of directors of the Company comprises: (1) Mr. Zhu Minghui, Mr. Lu Xiaozhong, Mr. William K Villalon and Mr. Wang Yang as the executive directors; (2) Mr. Lu Guoji, Mr. Wu Xiaohua, Mr. Danny Goh Yan Nan and Mr. Du Bin as the non-executive directors; (3) Mr. Peng Qifa, Mr. Chong Teck Sin, Mr. Poon Chiu Kwok, Mr. Jie Jing, Ms. Zhang Yun and Mr. Goh Chan Peng as the independent non-executive directors.

** For identification purpose only*