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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)

NOTICE OF 2014 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2014 second 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 30 December 2014, to consider and approve (if thinks fit) the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the framework agreement entered into between the Company and Chongqing Changan Automobile Co., Ltd. (“Changan Automobile”) on 14 November 2014 and the conduct of the non-exempt continuing connected transactions regarding the provision of supply chain management services for vehicles and car raw materials, components and parts by the Company and its subsidiaries to Changan Automobile and its associates for the three years ending 31 December 2017, and the proposed annual caps in relation thereto (note 9);
2. To consider and approve the framework agreement entered into between the Company and Minsheng Industrial (Group) Co., Ltd. (“Minsheng Industrial”) on 14 November 2014 and the conduct of the non-exempt continuing connected transactions regarding the purchase of logistics services from Minsheng Industrial and its associates by the Company and its subsidiaries for the three years ending 31 December 2017, and the proposed annual caps in relation thereto (note 9);
3. To consider and approve the framework agreement entered into between the Company and Chongqing Changan Construction Limited Company (“Changan Construction”) on 14 November 2014 and the conduct of the non-exempt continuing connected transactions regarding the purchase of engineering construction services from Changan Construction and its associates by the Company and its subsidiaries for the three years ending 31 December 2017, and the proposed annual caps in relation thereto (note 9);
4. To consider and approve the framework agreement entered into between the Company and Binqi Zhuangbei Group Financial Limited Liability Company (“Zhuangbei Finance”) on 14 November 2014 and the conduct of the non-exempt continuing connected transactions and major transaction regarding, among other things, the provision of deposit services by Zhuangbei Finance and its associates to the Company and its subsidiaries for the three years ending 31 December 2017, and the proposed maximum daily balance on the deposits under the framework agreement (note 9);
5. To consider and approve subscription agreement entered into between the Company as one of the participating parties and the non-participating existing shareholders of Zhuangbei Finance on 15 October 2014 in relation to subscription of new registered capital of Zhuangbei Finance and the

conduct of the discloseable and connected transaction regarding the Company's subscription of 17,000,000 shares to be issued by Zhuangbei Finance at a subscription price of RMB28,900,000 (note 10).

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

Chongqing, the PRC
14 November 2014

Notes:

- (1) In order to determine the Shareholders who are entitled to attend and vote at the EGM, the Company's register will be closed from 30 November 2014 to 30 December 2014 (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, Wanchai, Hong Kong not later than 4:30 p.m. on 28 November 2014.
- (2) Shareholders who intend to attend the EGM will have to return the completed reply slip to the Company's H share registrar Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 December 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).
- (3) A shareholder who has the right to attend and vote at the EGM is entitled to appoint a proxy or proxies (whether or not a member) in writing 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.
- (4) Shareholders and their proxies should show their documents of identity when attending the EGM.
- (5) The instrument appointing a proxy must be made in writing under the hand of the appointor or his attorney duly notarized in writing. If the appointor is a legal person, the relevant instrument must bear the chop of the legal person, or submitted in person by a director or duly authorized person.
- (6) The instrument of appointment must be delivered to the Company's share registry Computershare Hong Kong Investor Services Limited (in respect of H Shares) or the office of the Board of the Company (in respect of domestic Shares) 24 hours before the commencement of the EGM.
- (7) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the EGM.
- (8) Shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.
- (9) For details, please refer to the announcement of the Company dated 14 November 2014 and the circular of the Company which is expected to be despatched to shareholders on or before 15 December 2014.
- (10) For details, please refer to the announcement of the Company dated 15 October 2014 and the circular of the Company which is expected to be despatched to shareholders on or before 15 December 2014.

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. Wu Xiaohua, Mr. Danny Goh Yan Nan and Mr. Wang Lin as the non-executive directors; (3) Mr. Chong Teck Sin, Mr. Poon Chiu Kwok, Mr. Jie Jing and Ms. Zhang Yun as the independent non-executive directors.

** For identification purpose only*