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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)

## **WITHDRAWAL OF THE RESOLUTION RELATING TO NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS WITH CHANGAN CONSTRUCTION**

The Board hereby announces that it has resolved not to proceed with the transactions as contemplated under the Non-Exempt Continuing Connected Transactions Framework Agreement with Changan Construction. Accordingly, the proposed resolution in relation thereto will be withdrawn and will not be submitted to the 2014 Second Extraordinary General Meeting for approval by Independent Shareholders.

Reference is made to the announcement ("**Announcement**") dated 14 November 2014 of Changan Minsheng APLL Logistics Co., Ltd. (the "**Company**") regarding certain continuing connected transactions of the Company. Terms used herein shall have the same meaning as those in the Announcement, unless stated otherwise.

As disclosed in the Announcement, on 14 November 2014, the Company entered into, among other things, the Non-Exempt Continuing Connected Transactions Framework Agreement with Changan Construction, pursuant to which the Group shall purchase engineering construction services from Changan Construction and its associates. As one or more of the applicable percentage ratios of the transaction as contemplated under the Non-Exempt Continuing Connected Transactions Framework Agreement with Changan Construction as calculated under Rule 14.07 of the Listing Rules is above 5%, the continuing connected transaction, if proceeded, will be subject to reporting, annual review, announcement and Independent Shareholders' approval requirements.

On 8 December 2014, the Board resolved that due to the changing domestic economic situation and that more time will be needed to review the Company's future investment plan in fixed assets, the transaction as contemplated by the Non-Exempt Continuing Connected Transactions Framework Agreement with Changan Construction will not be proceeded. Accordingly, the proposed resolution numbered 3 as set out in the Notice of 2014 Second Extraordinary General Meeting issued

on 14 November 2014 will be withdrawn and will not be submitted to the 2014 Second Extraordinary General Meeting for approval by Independent Shareholders.

Due to the withdrawal of the proposed resolution numbered 3, the Company will issue a supplemental notice of the 2014 Second Extraordinary General Meeting and a revised proxy form to the Shareholders as soon as practicable in accordance with the requirements of the articles of association of the Company and the Listing Rules.

## DEFINITIONS

"Board"	the board of directors of the Company
"Changan Construction"	Chongqing Changan Construction Limited Company (重慶長安建設工程有限公司)
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Non-Exempt Continuing Connected Transactions Framework Agreement with Chongqing Construction"	the framework agreement entered into on 14 November 2014 by the Company with Changan Construction
"2014 Second Extraordinary General Meeting"	the extraordinary general meeting of the Company which is scheduled to be held on 30 December 2014

*By Order of the Board*  
**Changan Minsheng APLL Logistics Co., Ltd.**  
**Wang Yang**  
*Executive Director*

Chongqing, the PRC  
8 December 2014

*As at the date of this announcement, 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 independent non-executive directors.*

*\* For identification purpose only*