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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)

NOTICE OF 2011 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2011 third extraordinary general meeting ("EGM") of Changan Minsheng APLL Logistics Co., Ltd. (the "Company") will be held at the meeting room, No.561 Hongjin Road, Yubei District, Chongqing, the People's Republic of China, at 10:00 a.m. on 13 December 2011, to consider and approve (if thinks fit) the passing of following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the revision of the cap for Certain Existing Continuing Connected Transactions regarding the provision of finished vehicle transportation by the Company and its subsidiaries to Chongqing Changan Automobile Company Limited ("Changan Automobile") and its associates for the year ended 31 December 2011;
2. To consider and approve the connected transactions framework agreement entered into between the Company and Chongqing Changan Industry Company (Group) Limited ("Changan Industry Co.") on 28 October 2011 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 & non-vehicle logistics services by the Company and its subsidiaries to Changan Industry Co. and its associates for the three years ended 31 December 2014, and the proposed annual caps in relation thereto;
3. To consider and approve the connected transactions framework agreement entered into between the Company and Changan Automobile on 28 October 2011 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 ended 31 December 2014, and the proposed annual caps in relation thereto;
4. To consider and approve the connected transactions framework agreement entered into between the Company and Minsheng Industrial (Group) Co., Ltd. ("Minsheng Industrial") on 28 October 2011 and the conduct of the Non-Exempt Continuing Connected Transactions regarding the purchasing of transportation services of vehicles and car raw materials, components and parts by the Company and its subsidiaries from Minsheng Industrial and its associates for the three years ended 31 December 2014, and the proposed caps in relation thereto;

5. To consider and approve the connected transactions framework agreement entered into between the Company and Beijing Changjiu Logistics Co., Ltd. (“Beijing Changjiu”) on 28 October 2011 and the conduct of the Non-Exempt Continuing Connected Transactions regarding the purchasing of transportation services of vehicles and car raw materials, components and parts by the Company and its subsidiaries from Beijing Changjiu and its associates for the three years ended 31 December 2014, and the proposed annual caps in relation thereto;
6. To consider and approve the connected transactions framework agreement entered into between the Company and Chongqing Changan Construction Engineering Company Limited (“Changan Construction”) on 28 October 2011 and the conduct of the Non-Exempt Continuing Connected Transactions regarding the purchasing of engineering construction services by the Company and its subsidiaries from Changan Construction and its associates for the three years ended 31 December 2014, and the proposed annual caps in relation thereto;
7. To consider and approve the connected transactions framework agreement entered into between the Company and Binqi Zhuangbei Group Financial Limited Liability Company (“Zhuangbei Finance”) on 28 October 2011 and the conduct of the Non-Exempt Continuing Connected Transactions between the Company and its subsidiaries and Zhuangbei Finance for the three years ended 31 December 2014, and the proposed annual caps in relation thereto.

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

Chongqing, the PRC
28 October 2011

Notes:

- (1) Please refer to an announcement of the Company dated 28 October 2011 for details of (1) the revision of the cap for Certain Existing Continuing Connected Transactions regarding the provision of finished vehicle transportation by the Company and its subsidiaries to Changan Automobile and its associates for the year ended 31 December 2011; and (2) the proposed Non-Exempt Continuing Connected Transactions between the Company and each of Changan Industry Co., Changan Automobile, Minsheng Industrial, Beijing Changjiu, Changan Construction and Zhuangbei Finance, each for the three years ended 31 December 2014 (and the relevant proposed annual caps in relation thereto).
- (2) 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.
- (3) 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, 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 23 November 2011. 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 EGM is entitled to appoint a proxy or proxies (whether or not a member) to attend and vote on his behalf (if only one proxy is appointed, when voting by show of hands and by poll; and if more than one proxy are appointed, then only when voting by poll). In the event more than one proxy is appointed, the instruments of appointment should indicate the class and number of Shares the proxies are representing.

- (5) Shareholders and their proxies should show their documents of identity when attending the EGM.
- (6) The instrument appointing a proxy must be made in writing under the hand of the appointor or his attorney duly notarized in writing. If the appointor is a legal person, the relevant instrument must bear the chop of the legal person, or submitted in person by a director or duly authorized person.
- (7) The instrument of appointment must be delivered to the Company's share registry Computershare Hong Kong Investor Services Limited (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 (No.561 Hongjin Road, Yubei District, Chongqing, the PRC (Zip Code:401121)) (in respect of domestic Shares) 24 hours before the commencement of the EGM.
- (8) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the EGM.
- (9) Shareholders attending the EGM will be responsible for their own traveling and accommodation expenses.

As at the date of this notice, the board 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. Lau Man Yee, Vanessa, 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 the 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief 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*