

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)*

## **FURTHER AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company published on 19 March 2012 relating to, amongst other things, the proposed amendments to Article 100 of the Articles of Association of the Company.

The Board proposes to further revise the Original Proposed Amendments to Article 100. The Revised Proposed Amendments to Article 100 will be tabled at the forthcoming Annual General Meeting of the Company for Shareholders' approval by way of special resolution.

A circular containing (amongst other things) details of the Revised Proposed Amendments to Article 100, together with a notice of the Annual General Meeting will be dispatched to the Shareholders as soon as practicable.

Reference is made to the announcement of the Company published on 19 March 2012 relating to, amongst other things, the proposed amendments to Article 100 of the Articles of Association of the Company.

The proposed amendments to Article 100 of the Articles of Association was made in conformity with the requirements of the GEM Listing Rules to reflect that the number of independent non-executive directors should represent at least one third of the Board. As such, the Board proposed to amend Article 100 of the Articles of Association in the following manner:

Existing Article 100:

“The Company shall establish a Board of Directors consisting of 14 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 3.”

To be amended to ("**Original Proposed Amendments to Article 100**"):

“The Company shall establish a Board of Directors consisting of not more than 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 should represent at least one third of the board.”

However, upon initial consultation with the Company's PRC lawyers and the relevant PRC regulatory authorities, the Company has been advised that in order to obtain the regulatory approval to the Original Proposed Amendments to Article 100, the words "not more than" contained in the Original Proposed Amendments to Article 100 have to be removed as the number of independent non-executive directors to be appointed has to be based on a definite number of directors that forms the Board.

On basis of the above, the Board proposes to further revise the Original Proposed Amendments to Article 100, such that the proposed amendments to Article 100 ("**Revised Proposed Amendments to Article 100**") should read as follows:

"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 should represent at least one third of the board."

The Revised Proposed Amendments to Article 100 will be tabled at the forthcoming Annual General Meeting of the Company for Shareholders' approval by way of special resolution which will become effective once the Company obtains the relevant approval from the relevant regulatory authorities. No Shareholders are required to abstain from voting at the forthcoming Annual General Meeting in relation to the amendments of the Articles of Association.

A circular containing (amongst other things) details of the Revised Proposed Amendments to Article 100, together with a notice of the Annual General Meeting will be dispatched to the Shareholders as soon as practicable.

## **DEFINITIONS**

"Annual General Meeting"	the annual general meeting for 2011 to be held by the Company to consider, inter alia, the amendments of the Articles of Association
"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
"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.)
"GEM Listing Rules"	Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
"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

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

Chongqing, the PRC, 20 April 2012

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 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*