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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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 accompanying 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular, for which the directors of Changan Minsheng APLL Logistics Co., Ltd. collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Changan Minsheng APLL Logistics Co., Ltd.. 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 this circular misleading.

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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)**

**PROPOSALS FOR ELECTION OF DIRECTORS**

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A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 25 September is set out in pages 3 to 6 of this circular.

The notices convening the EGM of Changan Minsheng APLL Logistics Co., Ltd. to be held on 12 November 2013 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC are set out on pages 7 to 8 of this circular.

Proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM 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 EGM or any adjournment thereof. Completion and delivery of the proxy forms will not prevent you from attending, and voting in person at, the EGM or any adjournment thereof if you so wish.

*\* For identification purpose only*

25 September 2013

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## DEFINITIONS

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

Articles of Association	the articles of association of the Company
Board	the board of directors of the Company
Changan Industry Co.	Chongqing Changan Industry Company (Group) Limited (formerly named Changan Automobile Company (Group) Limited (長安汽車(集團)有限責任公司)), a substantial shareholder of the Company holding 25.44% of the total issued share capital of the Company
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), a joint stock company established in China on 31 December 2004, the H shares of which are listed on The Stock Exchange of Hong Kong Limited
Director(s)	the director(s) of the Company
Extraordinary General Meeting or EGM	The forthcoming 2013 second extraordinary general meeting of the Company to be held on 12 November 2013 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC to consider the proposals for the election of Directors
Listing Rules	Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited
Group	the Company and its subsidiaries from time to time
SFO or Securities and Futures Ordinance	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
Shareholders	shareholders of the Company
Shares	the ordinary shares of the Company
Third Session of Board of Directors	the third session of the board of directors of the Company, the members of which had been elected at the 2011 second Extraordinary General Meeting of the Company each with a term of three years commencing from the date of the conclusion of the 2011 second Extraordinary General Meeting



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

***Non-executive directors:***

Lu Guoji  
Wu Xiaohua  
Danny Goh Yan Nan

***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*

25 September 2013

*To the Shareholders*

**PROPOSALS FOR ELECTION OF DIRECTORS**

**A. INTRODUCTION**

Reference is made to the announcement published by the Company on 6 September 2013.

The purpose of this circular is to provide you with information regarding the proposals for election of Directors of the Board in order to allow you to make an informed decision on voting in respect of the ordinary resolutions to be proposed at the EGM.

**B. PROPOSALS FOR ELECTION OF DIRECTORS**

The Board received from its substantial shareholder Changan Industry Co. the nomination of candidates of the director. After the review and recommendation of the Nomination Committee of the Board, the Board has duly conducted the qualification verification of the relevant candidates. Mr. Wang Yang will

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## LETTER FROM THE BOARD

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be the candidate for executive director of the Company, whilst Mr. Du Bin will be the candidate for non-executive director of the Company.

The biographical details of the candidates of the directors are set out below:

### **Candidate for Executive Directors**

#### **Mr. Wang Yang**

Mr. Wang Yang (汪洋), the general manager of the Company, aged 42, is a senior engineer with master's degree in engineer. Graduated from China Jiliang University in August 1991, Mr. Wang was assigned to former Changan Automobile (Group) Company Liability Limited. Mr. Wang worked as deputy head of Jiliang Department, manager of distribution center, deputy head of Technology Department, head of Technology Department, deputy general engineer of the plant, deputy plant manager etc from 1996, and during such period, Mr. Wang led to develop a lot number of components and parts of Automobile and its engines, and organized to build the Heilongjiang Distribution Center of Changan Automobile. Since 2006, Mr. Wang was transferred to the Headquarters and served as vice minister of Produce and Manufacture Department, vice minister of Quality Management Department, and minister of Quality Management Department. In April 2011, Mr. Wang was assigned to set up Yubei Auto Components and Parts Company and served as general manager and Party Branch Secretary. From July 2012 to July 2013, Mr. Wang served as general manager of Auto Components and Parts Company formed by integrating the related industries of Headquarters of Changan Industrial Co.. Mr. Wang has engaged for a long period in manufacturing and operation management and leading in the key position of large enterprise. Mr. Wang has rich theoretical knowledge and working experience in enterprise operation management, marketing, technology research and development, lean manufacturing, quality management and control, supply chain management and service guarantee etc.

### **Candidate for Non-Executive Directors**

#### **Mr. Du Bin**

Mr. Du Bin (杜彬), aged 43, is a researcher-level senior engineer with master's degree. Graduated from Beijing Institute of Technology in July 1993, Mr. Du was assigned to former Changan Automobile (Group) Company Liability Limited, worked as deputy head of Technology Department, minister assistant of Technology Department of Retreat Into The City Suburbs (退城进郊) Headquarters, head of Technology Planning Department and Party Branch Secretary. Currently, Mr. Du serves as vice minister (presiding work) of Development Planning Department and Party Branch Secretary of Changan Industry Co. and director of Sichuan Hongguang Electromechanical Company Limited, etc. Mr. Du is provided with rich working experience in development planning, project and investing management, technology development and engineering construction, etc.

Save as disclosed above, Mr. Wang and Mr. Du have not held any directorship in any other listed public companies in the last three years. Save as disclosed above, each of Mr. Wang and Mr. Du does not hold any other positions with the Company or other members of the Group (i.e. the Company and its subsidiaries) and does not have any relationships with any directors, senior management, substantial or controlling shareholder of the Company, nor had they any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance. If Mr. Wang and Mr. Du are elected as executive director and non-executive director respectively at the EGM, the Company will enter into a service agreement with each of Mr. Wang and Mr. Du in relation to their respective appointment. Mr. Wang (as an executive director) and Mr. Du (as a non executive director) will be entitled to director's emoluments which are to be determined by the Board from time to time with reference to their duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to the approval by the shareholders at the EGM.

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## LETTER FROM THE BOARD

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Save as disclosed above, each of Mr. Wang and Mr. Du 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 Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited.

### **C. EXTRAORDINARY GENERAL MEETING**

The Company will convene the EGM to consider the proposals for election of Directors.

The notice of EGM is set out on pages 7 to 8 of this circular. A proxy form for use at the EGM to be held on 12 November 2013 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the accompanying proxy form for use at the EGM in accordance with the instructions printed thereon and return the same to the Company's H Share 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, including non-H foreign shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the EGM or at any adjourned meeting if you so wish.

Reply slip for the EGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the meeting) and return the signed slip to the Company's H Share 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, including non-H foreign shares) on or before 4:30 p.m. on 23 October 2013 in accordance with the instructions printed thereon.

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

### **D. CLOSURE OF REGISTER OF MEMBERS**

In order to determine the Shareholders who are entitled to attend and vote at the EGM, the register of H Shareholders will be closed from 13 October 2013 to 12 November 2013, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the EGM, all transfer documents of H Shares accompanied by the relevant share certificate(s) must be lodged with the Computershare Hong Kong Investor Services Limited at Rooms 1712 – 1716, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 11 October 2013.

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## LETTER FROM THE BOARD

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### **E. RECOMMENDATION**

The Directors consider that the ordinary resolutions for the proposal for election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favor of the resolutions to be proposed at the EGM as set out in the notice of the EGM.

### **F. 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 this circular misleading.

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



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 SECOND EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 2013 second 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 11:00 a.m. on 12 November 2013, to consider and approve (if thinks fit) the passing of following resolutions:

**ORDINARY RESOLUTIONS**

To approve the appointment of the members of the third session of the Board of the Company (for biographies of candidates for directorship, please refer to note 9 to this notice)

- 1 to approve the appointment of Mr. Wang Yang as the executive director of the Company with a term commencing from the conclusion of the EGM 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 into service or employment contract with Mr. Wang Yang 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.
- 2 to approve the appointment of Mr. Du Bin as the non-executive director of the Company with a term commencing from the conclusion of the EGM 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 into service or employment contract with Mr. Du Bin 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.

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

Chongqing, the PRC  
25 September 2013

*\* For identification purpose only*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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 13 October 2013 to 12 November 2013 (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 11 October 2013.
- (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 23 October 2013. 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 traveling and accommodation expenses.
- (9) Biographies of the candidates for directors are set out in the Circular dated 25 September 2013.

As at the date of this notice, the board of the Company comprises:

### **Executive directors:**

Mr. Zhu Minghui  
Mr. Lu Xiaozhong  
Mr. William K Villalon

### **Non-executive directors:**

Mr. Lu Guoji  
Mr. Wu Xiaohua  
Mr. Danny Goh Yan Nan

### **Independent non-executive directors:**

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