

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 : 01292)

**ELECTION OF DIRECTOR
AND
AMENDMENTS OF THE ARTICLES OF ASSOCIATION**

Election of Director

The Board proposes to elect Mr. Wang Lin as a non-executive director of the Company. The election is subject to approval by the Shareholders by way of ordinary resolution at the forthcoming Annual General Meeting.

Amendments of the Articles of Association

The Board proposes to amend the Articles of Association. The amendments of the Articles of Association are subject to approval by the Shareholders at the forthcoming Annual General Meeting by way of special resolutions and the approval to be obtained from the relevant PRC government authorities.

A circular containing, among others, details of the proposed election of director and amendments of the Articles of Association together with a notice of the Annual General Meeting will be sent to the Shareholders as soon as practicable.

ELECTION OF DIRECTOR

Reference is made to an announcement of the Company published on 30 April 2014 regarding the resignation of Mr. Du Bin as non-executive director of the Company. The Board proposes to elect Mr. Wang Lin as non-executive director of the Company for replacement of Mr. Du Bin. The election is subject to approval by the Shareholders by way of

ordinary resolution at the forthcoming Annual General Meeting.

Biography of Mr. Wang Lin is as follows:

Mr. Wang Lin, aged 45, holding a Bachelor's Degree. Graduated from East China Institute of Technology in July 1991, Mr. Wang was assigned to former Changan Automobile (Group) Company Liability Limited and worked as Deputy head of one Research Institute under the Precision Machine Factory, Yinchuan Area Manager in the Sales Company, Chief Engineer of the Precision Machine Factory, Deputy Chief Engineer of the Machine Manufacturing Company and Deputy head of Operating Management Department under the Machine Manufacturing Company of Changan Automobile (Group) Company Liability Limited. Mr. Wang also served as Deputy head of Producing and Manufacturing Department, Deputy Director of the Office and Party Branch Secretary and head of Management Information Department and Party Branch Secretary of Changan Industry Company. Mr. Wang currently serves as Board Secretary, head of Development & Planning Department and Party Branch Secretary in Changan Industry Company. Mr. Wang has rich working experience in development planning, technology research and development, producing and manufacturing, corporate governance, etc..

Save as disclosed above, Mr. Wang Lin has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Wang Lin does not hold any other positions with the Company or other members of the Group and does not have any relationships with any directors, senior management, substantial or controlling Shareholder of the Company, nor had he any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

If Mr. Wang Lin is elected as the non-executive director at the forthcoming Annual General Meeting, the Company will enter into a service agreement with Mr. Wang Lin in relation to his appointment. Mr. Wang Lin will be entitled to director's emoluments which are determined by the Board from time to time with reference to his duties and responsibilities with the Company, the market benchmark and performance of the Group, subject to the approval by the Shareholders at the Annual General Meeting.

Save as disclosed above, Mr. Wang Lin 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 Listing Rules.

AMENDMENTS OF THE ARTICLES OF ASSOCIATION

The Board proposes to amend Clause 2 and Clause 4 of Article 12 of the Articles of Association to reflect the business qualification of the Company and to amend Article 100 of the Articles of Association in order to improve the decision-making efficiency of the Company by reducing the number of the Board members. The proposed amendments of the Articles of Association are subject to approval by the Shareholders at the forthcoming Annual General Meeting by way of special resolution and the approval to be obtained from the relevant PRC government authorities.

The proposed amendments of the Articles of Association are set out below:

(1) Clause 2 of the original Article 12 is:

“The Company’s scope of business covers: general freight transport, multimodal transport, national shipping forwarder service, storage, distribution, packing, sub-packaging, developing logistics software and information service as well as logistics planning, management and consulting service; import and export business or agent service; forwarding for imported and exported cargos by sea, air and land including cargo canvass, consignment, booking, storage, transshipment, container FCL and LCL, settling freight, customs clearance, inspection application and insurance and relevant service for short-distance transport and consulting. It also engages in packing, assembling and selling auto raw materials and parts as well as manufacturing and selling packaging for auto parts. In addition the Company provides service of containers freight stations, such as cargo storage, stowage, tally, forwarding, information service, handling, loading and unloading.”

which is proposed to be amended as follows:

“The Company’s scope of business covers: general freight transport, multimodal transport, national shipping forwarder service, storage, distribution, packing, sub-packaging, developing logistics software and information service as well as logistics planning, management and consulting service; import and export business or agent service; forwarding for imported and exported cargos by sea, air and land including cargo canvass, consignment, booking, storage, transshipment, container FCL and LCL, settling freight, customs clearance, inspection application and insurance and relevant service for short-distance transport and consulting. It also engages in packing, assembling and selling auto raw materials and parts as well as manufacturing and selling packaging for auto parts. In addition the Company provides service of containers freight stations, such as cargo storage, stowage, tally, forwarding, information service, handling, loading and unloading. **The Company also operates in the sales of finished vehicles (including new and second-hand) and vehicle maintenance.**”

(2) Clause 4 of the original Article 12 is:

“Despite the first paragraph of this Article on the Company’s scope of business, its scope of core business at present (“core business”) covers: logistics planning, management, consulting and training service; international and national multimodal transport, storage, distribution of cargos (including carloads); packing and assembling service for parts; developing logistics

software and information service; storage and shipping service. And changes of the foregoing business to be made by the Company need to be approved by an extraordinary resolution at the Shareholders' meeting first."

which is proposed to be amended as follow:

"Despite the first paragraph of this Article on the Company's scope of business, its scope of core business at present ("core business") covers: logistics planning, management, consulting and training service; international and national multimodal transport, storage, distribution of cargos (including carloads); packing and assembling service for parts; developing logistics software and information service; storage and shipping service; **sales of finished vehicles (including new and second-hand) and vehicle maintenance**. Any changes of the foregoing business to be made by the Company need to be approved by way of special resolution at the Shareholders' meeting first."

(3) the original Article 100 is:

"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 is at least one third of the total members of the board."

which is proposed to be amended as follows:

"The Company shall establish a Board of Directors consisting of 11 directors. The Board of Directors shall have 1 Chairman and 1 Vice Chairman.

Members of the Board shall have the qualifications pursuant to relevant laws and regulations and the Listing Rules. The number of independent non-executive directors ("independent directors") shall represent at least one third of the total members of the board."

A circular containing, among others, details of the proposed election of director and amendments of the Articles of Association together with a notice of the Annual General Meeting will be sent to the Shareholders as soon as practicable.

DEFINITIONS

"Annual General Meeting"	the 2013 annual general meeting of the Company to be convened in June 2014
"Company"	Changan Minsheng APLL Logistics Co., Ltd. (重慶長安民生物流股份有限公司)

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
“Group”	the Company and its subsidiaries from time to time
“Changan Industry Company”	Chongqing Changan Industry (Group) Co., Ltd., a limited liability company established in China on 28 October 1996, formerly known as Changan Automobile Company (Group) Limited (長安汽車(集團) 有限責任公司)
“China” or “PRC”	The People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
“Listing Rules”	the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	ordinary shares of the Company, with a par value of RMB1.00 each
“Shareholders”	shareholders of the Company

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

Chongqing, the PRC
5 May 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. Lu Guoji, Mr. Wu Xiaohua, Mr. Danny Goh Yan Nan and Mr. Du Bin as the non-executive directors; (3) Mr. Peng Qifa, Mr. Chong Teck Sin, Mr. Poon Chiu Kwok, Mr. Jie Jing, Ms. Zhang Yun and Mr. Goh Chan Peng as independent non-executive directors.

** For identification purpose only*