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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)**

## **NOTICE OF 2013 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2013 annual general meeting (“AGM”) of Changan Minsheng APLL Logistics Co., Ltd. (the “Company”) will be held at the Company’s meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, at 10:00 a.m. on 30 June 2014, to consider and approve (if thinks fit) the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the Report of the Board of Directors for the year ended 31 December 2013;
2. To consider and approve the Report of the Supervisory Committee for the year ended 31 December 2013;
3. To consider and approve the audited consolidated accounts and the Report of the Auditors for the year ended 31 December 2013;
4. To consider and approve the Financial Report for the year ended 31 December 2013;
5. To consider and approve the declaration of a final dividend of RMB0.25 (including tax) per share of the Company for the year ended 31 December 2013 (Note 7);
6. To consider and approve the Fixed Assets Investment Plan for 2014 and authorize the board of directors to adjust such annual plans according to the actual situations;
7. To consider and approve the appointment of Ernst & Young as the 2014 international auditor of the Company for a term to expire by the next annual general meeting of the Company, and to authorize the board of directors of the

Company to determine its remuneration; and the appointment of Ernst & Young Hua Ming LLP as the 2014 PRC auditor of the Company for a term to expire by the next annual general meeting, and to authorize the board of directors to determine its remuneration (Note 8);

8. To consider and approve the appointment of Mr. Wang Lin as the non-executive director of the Company with a term commencing from the conclusion of the AGM 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 Lin 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 (Note 8);
9. To consider and approve the revision of the existing annual cap for certain continuing connected transaction regarding the provision of note discounting services by China South Industries Group Finance Co., Ltd. to the Company and its subsidiaries for the year ended 31 December 2014 (Note 9);

### **SPECIAL RESOLUTION**

10. To consider and approve the amendments to the Articles of Association of the Company (such amendments need to be approved by the relevant government organizations in China) (Note 8).

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

Chongqing, the PRC  
15 May 2014

#### **Notes:**

- (1) Closure of register of members for the AGM

In order to determine the shareholders of H Shares who will be entitled to attend the AGM, the Company will suspend registration of transfer of shares from 31 May 2014 to 30 June 2014, both days inclusive.

In order to qualify to attend the AGM and to vote, shareholders of H Shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates with the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 30 May 2014. Holders of H Shares whose names are recorded in the register of members of the Company on 30 June 2014 are entitled to attend and vote at the AGM.

- (2) Closure of register of members for payment of final dividend of 2013

In order to determine the shareholders of H Shares who will be entitled to receive the final dividend for the year ended 31 December 2013, the Company will suspend registration of transfer of shares from 5 July 2014

to 10 July 2014, both days inclusive.

In order to qualify to receive the final dividend for the year ended 31 December 2013, shareholders of H Shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates with the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 4 July 2014. Holders of H Shares whose names are recorded in the register of members of the Company on 10 July 2014 are entitled to receive the final dividend for the year ended 31 December 2013.

- (3) Shareholders who intend to attend the AGM 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 10 June 2014. 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 AGM is entitled to appoint a proxy or proxies (whether or not a member) 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.

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.

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 AGM.

After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the AGM.

- (5) Shareholders and their proxies should show their documents of identity when attending the meeting.
- (6) Shareholders attending the AGM will be responsible for their own traveling and accommodation expenses.
- (7) Based on the total number of shares in issue on the record date for implementation of the profit appropriation, the Board recommended the payment of a final dividend of RMB 0.25 (including tax) (2012: RMB 0.3 (including tax)) per share for the year ended 31 December 2013.

In accordance with the Enterprise Income Tax Law of the People's Republic of China and its implementation regulations which came into effect on 1 January 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise shareholders whose names appear on the register of members for H shares of the Company when distributing final dividends to them. Any H shares registered not under the name of an individual shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as shares held by non-resident enterprise shareholders. Therefore, on this basis, enterprise income tax shall be withheld from dividends payable to such shareholders. If holders of H shares intend to change its shareholder status, please enquire about the relevant procedures with your agents or trustees. The Company will strictly comply with the laws or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant shareholders based on the register of members for H shares of the Company. Pursuant to the requirements of "Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi No. [1994]020) 《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》 (財稅字[1994]020號), individual foreigners exempt from individual income tax on dividend and bonus from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, thus the individual shareholders which hold the H shares of the Company and whose names appear in the H-share registrar are not required to pay the individual income tax

of PRC.

- (8) For details, please refer to the circular of the Company dated 15 May 2014.
- (9) Details of the revision of the existing annual cap for certain continuing connected transaction regarding the provision of note discounting services by China South Industries Group Finance Co., Ltd. to the Company and its subsidiaries for the year ended 31 December 2014 are set out in the announcement of the Company dated 15 May 2014. Relevant circular with letters from the independent board committee and the independent financial advisor will be despatched to Shareholders as soon as practicable.

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

*\* For identification purpose only*