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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)

DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF LAND USE RIGHT

On 30 July 2014, the Company and the Administration Committee entered into the Land Use Right Agreement, pursuant to which the Company agreed to acquire the Land at the consideration of RMB 99,000,000. To the best knowledge, information and belief of the Directors, the Administration Committee and its ultimate beneficial owners are independent third parties not connected with the Company and any of the Directors, supervisors, chief executive, controlling Shareholders and other substantial Shareholders of the Company.

Since the relevant applicable ratio (as defined under the Listing Rules) as calculated under Rule 14.07 of the Listing Rules exceeds 5% but is less than 25%, the Acquisition constitutes a notifiable and discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

On 30 July 2014, the Company and the Administration Committee entered into the Land Use Right Agreement, pursuant to which the Company agreed to acquire the Land at the consideration of RMB99,000,000. Details of the Acquisition are set out below:

Date of the Land Use Right Agreement

30 July 2014

Parties involved

- (1) the Administration Committee; and
- (2) the Company

To the best knowledge, information and belief of the Directors, the Administration Committee and its ultimate beneficial owners are independent third parties not connected with the Company and any

of the Directors, supervisors, chief executive, controlling Shareholders and other substantial Shareholders of the Company.

Information of the Land

The Land to be acquired by the Company pursuant to the terms of the Land Use Right Agreement is located within Luohuang Industrial Park in Jiangjin District of Chongqing, the PRC (中國重慶市江津區珞璜工業園), with a total site area of approximately 300 mu.

The Land is currently a vacant site with permitted use for logistics land use. The land use term of the Land is expected to be 50 years.

Consideration and Payment Terms

The consideration for the Acquisition is RMB 99,000,000 and shall be payable by the Company as follows:

- (1) RMB 56,100,000 (inclusive of 10% earnest money) shall be payable within 7 days from the signing of the Land Use Right Agreement;
- (2) RMB 19,800,000 shall be payable during the period between delivering the Land for a site area of approximately 200 mu (“**200 mu Land**”) and 7 days after starting the bidding process for the 200 mu Land, and RMB 23,100,000 shall be payable during the period between delivering the Land for a further site area of approximately 100 mu (“**100 mu Land**”) and 7 days after starting the bidding process for the 100 mu Land.

The consideration will be funded from the Company’s internal cash resources and bank loans. The entering into the Land Use Right Agreement and the Acquisition is not expected to have a material impact on the Group’s asset/liabilities ratio and liquidity.

The consideration was arrived at after arm’s length negotiation between the parties with reference to the recently concluded sale and purchase transactions of comparable land with similar gross areas and the recent average transaction price per mu of other comparable land in Chongqing, the PRC.

The Company will participate in the bidding process at the listing-for-sale (掛牌出售) of the 200 mu Land and 100 mu Land to be respectively held by the relevant government authority, and take up the land grant contract in relation to the 200 mu Land and 100 mu Land with the local government after the bidding process. It is currently envisaged that the completion of the Acquisition of the 200 mu Land and the 100 mu Land will take place before the end of 2016.

The Company will publish a further announcement in relation to the Acquisition upon signing the contract(s).

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Land is intended to be used by the Company for its business operation.

The Acquisition enables the Company to build warehouses and distribution processing plants which, on the basis of consolidating the existing businesses, will lay a foundation for acquiring new businesses (delivering of finished vehicles and after-sale components and parts, etc.) and create conditions for exploring car modification and financial logistics industries. The Directors confirm that the Acquisition does not constitute a change in the scope of the existing businesses of the Company.

The Directors (including the independent non-executive Directors of the Company) consider that the Acquisition and the terms of the Land Use Right Agreement are fair and reasonable, on normal commercial terms and are in the interests of the Group and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

The Group is principally engaged in supply chain management services for vehicles and car raw materials, components and parts. The services we provide include finished vehicle transportation and related logistics services, car raw materials and components and parts supply chain management services, tyres processing, after sales logistics services, etc. Besides, the Group also provides non-vehicle commodities transportation services.

Administration Committee is the Administration Committee of Luohuang Industrial Park in Jiangjin District of Chongqing (重慶市江津區珞璜工業園管理委員會), which is a government agency of Jiangjin District.

Since the relevant applicable ratio (as defined under the Listing Rules) as calculated under Rule 14.07 of the Listing Rules exceeds 5% but is less than 25%, the Acquisition constitutes a notifiable and discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

DEFINITIONS

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

“Acquisition”	the acquisition of the Land pursuant to the terms of the Land Use Right Agreement
“Administration Committee”	the Administration Committee of Luohuang Industrial Park in Jiangjin District of Chongqing (重慶市江津區珞璜工業園管理委員會)
“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”	Changan Minsheng APLL Logistics Co., Ltd.(重慶長安民生物流股份有限公司)
“Director (s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Land”	the pieces or parcels of land located within Luohuang Industrial Park in Jiangjin District of Chongqing, the PRC (中國重慶市江津區珞璜工業園), with a total site area of approximately 300 mu

“Land Use Right Agreement”	the agreement dated on 30 July 2014 made between the Administration Committee and the Company in relation to the Acquisition
“Listing Rules”	the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited
“Shareholder(s)”	the shareholder(s) of the Company
“RMB”	Renminbi, the lawful currency of the PRC

By Order of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Wang Yang
Executive Director

Chongqing, the PRC
30 July 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. Wang Lin 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*