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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)

**(I) CHANGE IN GENERAL MANAGER, PROPOSED CHANGE IN DIRECTORS AND  
AUTHORISED REPRESENTATIVE;**

**(II) PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION;**

**AND**

**(III) INCLUSION OF ADDITIONAL RESOLUTIONS FOR APPROVAL AT THE 2015  
AGM**

**Change in General Manager, Proposed Change in Directors and Authorised Representative**

The Board wishes to announce that due to job re-location,

- (a) Mr. Wang Yang resigned as the general manager, the executive director of the fourth session of the Board, the chairman of Nanjing CMSC Logistics Co; Ltd. and Chongqing Terui Transportation Service Co; Ltd. with effect from 31 May 2016; and
- (b) Mr. Zhu Minghui resigned as the chairman, the executive director, the chairman of nomination committee and a member of remuneration committee of the fourth session of the Board, the Compliance Officer and the Authorized Representative of the Company. The resignation of Mr. Zhu Minghui shall take effect on the date on which the shareholders' meeting of the Company is held, for the purposes of, among other things, electing an executive director as his successor.

Mr. Shi Jinggang is appointed as the new general manager of the Company to replace Mr. Wang Yang with effect from the conclusion of the board meeting of the Company, i.e. 31 May 2016.

The Board proposes to elect:

- (a) Mr. Xie Shikang as an executive director of the Company to fulfil the vacancy of Mr. Zhu Minghui; and
- (b) Mr. Shi Jinggang as an executive director of the Company to fulfil the vacancy of Mr. Wang Yang.

The election of the proposed directors is subject to approval by the Shareholders by way of ordinary resolutions at the forthcoming 2015 AGM. Subject to election of Mr. Xie Shikang as an executive director of the Company at the 2015 AGM, Mr. Xie Shikang will also be appointed as the Authorised Representative of the Company.

### **Proposed Amendment of the Articles of Association**

The Board proposes to amend the Articles of Association. The amendment of the Articles of Association is subject to approval by the Shareholders at the 2015 AGM by way of special resolution and the approval from the relevant PRC government authorities.

### **Inclusion of Additional Resolutions for Approval at the 2015 AGM**

Shareholders are reminded that additional resolutions will be included as additional proposals for consideration and approval by Shareholders at the 2015 AGM. A supplemental notice of AGM containing (among other things) the additional resolutions, a revised form of proxy for use at the 2015 AGM, together with a circular containing, among others, details of the proposed election of directors and the amendment of the Articles of Association will be sent to the Shareholders on or before 14 June 2016.

## **(I) CHANGE IN GENERAL MANAGER, PROPOSED CHANGE IN DIRECTORS AND AUTHORISED REPRESENTATIVE**

The Board wishes to announce that due to job re-location,

- (i) Mr. Wang Yang resigned as the general manager, the executive director of the fourth session of the Board, the chairman of Nanjing CMSC Logistics Co; Ltd. and Chongqing Terui Transportation Service Co; Ltd. with effect from 31 May 2016; and
- (ii) Mr. Zhu Minghui resigned as the chairman, the executive director, the chairman of nomination committee and a member of remuneration committee of the fourth session of the Board, the Compliance Officer and the Authorized Representative of the Company. The resignation of Mr. Zhu Minghui shall take effect on the date on which the shareholders' meeting of the Company is held, for the purposes of, among other things, electing an executive director as his successor.

Mr. Shi Jinggang is appointed as the new general manager of the Company to replace Mr. Wang Yang with effect from the conclusion of the board meeting of the Company, i.e. 31 May 2016.

Each of Mr. Wang Yang and Mr. Zhu Minghui has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that needs to be brought to the attention of the holders of the securities of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Wang Yang and Mr. Zhu Minghui for their contribution to the Group during their tenure of services.

### **Election of the Proposed Executive Directors**

Based on the nomination from China Changan, the Board proposes to elect:

- (i) Mr. Xie Shikang as an executive director of the Company to fulfil the vacancy of Mr. Zhu Minghui; and
- (ii) Mr. Shi Jinggang as an executive director of the Company to fulfil the vacancy of Mr. Wang Yang.

The election of the proposed directors is subject to approval by the Shareholders by way of ordinary resolutions at the 2015 AGM. Subject to election of Mr. Xie Shikang as an executive director of the Company at the 2015 AGM, Mr. Xie Shikang will also be appointed as the Authorised Representative of the Company.

Biographical details of Mr. Xie Shikang are as follows:

**Mr. Xie Shikang**, aged 46, senior economist, currently the Secretary of the CPC Committee of Company. Mr. Xie graduated from Chongqing Normal University in 1992. His final academic degree obtained was postgraduate diploma in Master of Business Administration from Chongqing University School of Economics and Business Administration. From July 1992 to August 1998, Mr. Xie worked in China South Industry Group Corporation Southwest Division and after that, he joined the former Changan Automobile (Group) Company Liability Limited and served as the Deputy Director of Corporate Office, the Deputy Minister of the Customer Services Department, Deputy General Manager of the auto parts company, Deputy General Manager and the Party Branch Secretary of a joint venture company- Chongqing Changan Visteon Engine Control System Co; Ltd. Since March 2009, Mr. Xie worked in Chongqing Changan Automobile Co; Ltd. as the Head of the Office and Party Branch Secretary, Press Spokesperson, the General Manager of the High-end Limousine Sales Department, the Minister of the High-end Limousine Overall Development Department, the Head of the Strategic Planning Department and Assistant General Manager. From 21 May 2013 to 23 March 2016, Mr. Xie also served as the Supervisor of Chongqing Changan Automobile Co; Ltd. (Listed in Shenzhen Stock Exchange). Mr. Xie has extensive experience in the strategic development planning, production and operation management and has been in a leadership position in leading enterprises in the automobile industry, thus he has enriched theoretical knowledge and working experiences in enterprise operation management and leading, development planning and customer services.

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

If Mr. Xie is elected as an executive director of the fourth session of the Board of the Company at the forthcoming 2015 AGM, the Company will enter into a service agreement with him in relation to his appointment. Mr. Xie 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 AGM. Mr. Xie's term of service will commence from the date on which approval is obtained from the 2015 AGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Xie 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.

Biographical details of Mr. Shi Jinggan are as follows:

**Mr. Shi Jinggang**, aged 49, engineer. Mr. Shi graduated from Xidian University in 1990. From July 1990 to June 1998, Mr. Shi worked in the Supporting Technology Archives, General Manager Office and the Coordination and Planning Department of former Changan Machinery Factory. From June 1998 to January 2009, Mr. Shi served as the Office Director of the Enterprise Management Department, Director of the Development and Planning Department of former Changan Automobile (Group) Company Liability Limited. After that, he joined the Chongqing Changan Automobile Co; Ltd. and worked as the Deputy Minister of the Development and Planning Department, Party Branch Secretary, the Director of the Capital Operation Department and the Deputy Minister of the Strategic Planning Department. From June 2011 to 31 May 2016, Mr. Shi served as the Executive Vice President of Jiangling Holding Company Limited. Mr. Shi has been engaged in the enterprise development planning, production and operation management and leading positions and hence Mr. Shi has enriched experience in enterprise operation and management.

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

If Mr. Shi is elected as an executive director of the fourth session of the Board of the Company at the forthcoming 2015 AGM, the Company will enter into a service agreement with him in relation to his appointment. Mr. Shi 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 AGM. Mr. Shi's term of service will commence from the date on which approval is obtained from the 2015 AGM until the expiry of the term of the fourth session of the Board.

Save as disclosed above, Mr. Shi 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.

## **(II) PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION**

The Board proposes to amend Article 18 of the Articles of Association to reflect the current shareholding structure of the Company. The proposed amendment of the Articles of Association is subject to approval by the Shareholders at the 2015 AGM by way of special resolution and the approval from the relevant PRC government authorities.

The proposed amendment of the Articles of Association is set out below:

The original Article 18 is:

“After the Company was registered to be established, approved by the securities regulatory authority of the State Council, a total number of 55,000,000 overseas listed foreign shares (including 5,000,000 existing shares sold by the shareholders of State-owned shares) were issued by the Company in Hong Kong in Feb., 2006. The total number of ordinary shares of the Company in issue is 162,064,000. The shareholders of the Company and their respective shareholdings are as follow:

Chongqing Changan Industry Company (Group) Limited, holds 41,225,600 shares, representing 25.44% of the total issued share capital;

APL Logistics Ltd (Singapore), holds 33,619,200 shares, representing 20.74% of the total issued share capital;

Minsheng Industrial (Group) Company Limited, holds 25,774,720 shares, representing 15.90% of the total issued share capital;

Ming Sung Industrial Co., (HK) Limited, holds 6,444,480 shares, representing 3.98% of the total issued share capital;

Shareholders of the overseas listed foreign shares, in aggregate hold 55,000,000 shares, representing 33.94% of the total issued share capital.”

which is proposed to be amended as follows:

“After the Company was registered to be established, approved by the securities regulatory authority of the State Council, a total number of 55,000,000 overseas listed foreign shares (including 5,000,000 existing shares sold by the shareholders of State-owned shares) were issued by the Company in Hong Kong in Feb., 2006. The total number of ordinary shares of the Company in issue is 162,064,000. The shareholders of the Company and their respective shareholdings are as follow:

China Changan Automobile Group Co., Ltd., holds 41,225,600 shares, representing 25.44% of the total issued share capital;

APL Logistics Ltd (Singapore), holds 33,619,200 shares, representing 20.74% of the total issued share capital;

Minsheng Industrial (Group) Company Limited, holds 25,774,720 shares, representing 15.90% of the total issued share capital;

Ming Sung Industrial Co., (HK) Limited, holds 6,444,480 shares, representing 3.98% of the total issued share capital;

Shareholders of the overseas listed foreign shares, in aggregate hold 55,000,000 shares, representing 33.94% of the total issued share capital.”

### **(III) INCLUSION OF ADDITIONAL RESOULTUONS FOR APPROVAL AT THE 2015 AGM**

Pursuant to the applicable provisions of the Company Law of the People’s Republic of China, the Rules Governing the General Meetings of Listed Companies, etc., shareholder(s) holding more than 3% of the total number of the issued shares of the listed company, whether alone or in aggregate with other shareholder(s), is/are entitled to submit additional proposal(s) at general meeting prior to the convening of such meeting according to law. On 24 May 2016, the Board received a letter regarding the inclusion of additional proposals at the 2015 AGM from China Changan (holding 25.44 % equity interest in the Company), requesting that the “Proposal of the Election of Mr. Xie Shikang as an Executive Director of the Company, Proposal of the Election of Mr. Shi Jinggang as an Executive Director of the Company and Proposal of the Amendment of the Articles of Association of the Company” be included as an additional proposals for consideration and approval at the 2015 AGM of the Company.

Pursuant to the applicable laws and regulations and the provisions of the Articles of Association, the Board shall submit the additional proposals for consideration and approval at the 2015 AGM.

A supplemental notice of the 2015 AGM (the “Supplemental Notice”) containing (among others) the additional proposals (Proposal of the Election of Mr. Xie Shikang as an Executive Director of the Company, Proposal of the Election of Mr. Shi Jinggang as an Executive Director of the Company and Proposal of the Amendment of the Articles of Association of the Company) to consider and approve together with the revised form of proxy applicable for use at the 2015 AGM (the “Revised Form of Proxy”) and a circular containing, among others, details of the proposed election of directors and the amendment of the Articles of Association are expected to be dispatched to the H Shareholders of the Company on or before 14 June 2016.

H Shareholders are requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon to the Company's H Share Registrar, Hong Kong Registrar Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the 2015 AGM. Special arrangements about the completion and return of the Revised Proxy Form are also set out in the Supplemental Notice. H Shareholders who have appointed or intend to appoint proxies to attend the 2015 AGM are requested to pay particular attention to the special arrangements set out therein.

## DEFINITIONS

“2015 AGM or AGM”	the 2015 annual general meeting to be held by the Company at 10:00 a.m. on 30 June 2016 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC to consider, inter alia, the proposals regarding the election of directors and the amendment of the Articles of Association of the Company
“APLL”	APL Logistics Ltd.
“Articles of Association”	the Articles of Association of the Company, as amended, modified or supplemented from time to time
“Board”	the board of directors of the Company
“China Changan”	China Changan Automobile Group Co; Ltd.(中國長安汽車集團股份有限公司), one of the substantial shareholders of the Company
“Company”	Changan Minsheng APLL Logistics Co., Ltd. (重慶長安民生物流股份有限公司)
“Group”	the Company and its subsidiaries from time to time
“ Listing Rules”	the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People's Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan

"SFO"	the Securities and Futures Ordinance, Cap.571 of the laws of Hong Kong
"Shareholders"	Shareholders of the Company
"shares"	ordinary shares of the Company, with a par value of RMB1.00 each

*By Order of the Board*  
**Changan Minsheng APLL Logistics Co., Ltd.**  
**Huang Xuesong**  
*Joint Company Secretary*

Chongqing, the PRC  
31 May 2016

*As at the date of this announcement, the board of directors of the Company comprises: (1) Mr. Zhu Minghui, Mr. Lu Xiaozhong and Mr. William K Villalon as the executive directors; (2) Mr. Wu Xiaohua, Mr. Danny Goh Yan Nan and Mr. Wang Lin as the non-executive directors; (3) Mr. Chong Teck Sin, Mr. Poon Chiu Kwok, Mr. Jie Jing, and Ms. Zhang Yun as independent non-executive directors.*

*\* For identification purpose only*