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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 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.

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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)

PROPOSED ELECTION OF DIRECTORS
AND
PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION

A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 14 June 2016 is set out in pages 3 to 8 of this circular.

A supplementary notice convening the 2015 AGM of Changan Minsheng APLL Logistics Co., Ltd. to be held at 10:00 a.m. on 30 June 2016 at the meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC is set out on pages 9 to 11 of this circular.

The revised form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying revised 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 relevant meeting or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending, and voting in person at, the meeting or any adjournment thereof if you so wish.

** For identification purpose only*

14 June 2016

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DEFINITIONS

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

“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)
“Director(s)”	director(s) of the Company
“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 circular, excludes Hong Kong, Macau and Taiwan
“SFO”	the Securities and Futures Ordinance, Cap.571 of the laws of Hong Kong
“shares”	ordinary shares of the Company, with a par value of RMB1.00 each
“Shareholders”	Shareholders of the Company



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

Registered Office:

Liangjing Village
Yuanyang Town
Yubei District
Chongqing
The PRC

Non-executive directors:

Wu Xiaohua
Danny Goh Yan Nan
Wang Lin

Principal place of business

in Hong Kong:
16/F., 144-151
Singa Commercial Centre
Connaught Road West
Hong Kong

Independent non-executive directors:

Chong Teck Sin
Poon Chiu Kwok
Jie Jing
Zhang Yun

* *For identification purpose only*

14 June 2016

To the Shareholders

Dear Sir or Madam,

PROPOSED ELECTION OF DIRECTORS

AND

PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION

A. INTRODUCTION

Reference is made to the announcement of the Company dated on 31 May 2016 in relation to, among other things, the proposed change in directors and the proposed amendment of the Articles of Association of the Company.

The purpose of this circular is to set out, amongst other things, details regarding the additional proposals on the election of directors and amendment of the Articles of Association of the Company in order to allow you to make an informed decision at the AGM on voting in respect of the additional ordinary resolutions regarding the election of directors and the additional special resolution regarding the amendment of the Articles of Association.

B. PROPOSED ELECTION OF DIRECTORS

Based on the nomination from China Changan, the Board proposes to elect Mr. Xie Shikang as an executive Director of the Company to fulfil the vacancy of Mr. Zhu Minghui, and Mr. Shi Jinggang as an executive Director of the Company to fulfil the vacancy of Mr. Wang Yang. The election is subject to approval by the Shareholders by way of ordinary resolutions at the 2015 AGM.

The resignation of Mr. Zhu Minghui shall take effect on the conclusion of the 2015 AGM pursuant to which an executive director is elected as his successor.

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.

LETTER FROM THE BOARD

Biographical details of Mr. Shi Jinggang 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.

C. 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:

LETTER FROM THE BOARD

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.”

The Board of Directors proposes the Shareholders to, at the AGM, approve the authorisation to the Board of Directors and the person(s) delegated by the Board of Directors to, subject to the aforesaid amendment requirements and in accordance with requirements and recommendations of the relevant regulatory authorities, further adjust and amend the Articles of Association, and to complete the registration of changes and file the same at the Industrial and Commercial Bureau and other relevant government authorities after the completion of amendments to the Articles of Association when the above amended provisions of the Articles of Association are submitted to regulatory authorities for approval. If the aforesaid amendments are approved at the AGM, the Board of Directors will authorise the Chairman of the Board of Directors of the Company to make the decision and attend to the aforesaid matters.

LETTER FROM THE BOARD

The Articles of Association are written in Chinese, and are translated into English language for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

The Directors consider that the proposed amendments are in the interest of the Company and its Shareholders as a whole. Advice has been obtained from independent legal advisers that the amended Articles of Association comply with the laws of the PRC and the Listing Rules requirements.

D. 2015 AGM

The Company will convene the 2015 AGM 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 additional proposals regarding the election of directors and the amendment of the Articles of Association of the Company. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding such meeting.

ATTENTION: If the shareholder(s) of the Company have/has not yet lodged the original proxy form for the 2015 AGM Meeting (issued by the Company along with, among other things, the notice of the 2015 AGM on 13 May 2016) (the “**First Proxy Form**” or “**Original Proxy Form**”) with the Company or the Company’s H Share Registrar, shareholders are requested to lodge only this Proxy Form (the “**Revised Proxy Form**” or “**Proxy Form**”), and if the Original Proxy Form has already been lodged, then please note that:

- (i) The Revised Proxy Form lodged with the Company’s H Share Registrar by the shareholder not less than 24 hours before the time appointed for the holding of the Meeting will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
- (ii) If no Revised Proxy Form is lodged with the Company’s H Share Registrar by the shareholder, the lodged Original Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The authorized proxy of the shareholder holding the Original Proxy Form will be entitled to vote at his/her discretion on resolutions 8, 9 and 10 which were not set out in the Original Proxy Form.

Completion and return of the Revised Proxy Form shall not preclude you from attending and voting in person at the 2015 AGM nor at any adjourned meetings should you wish.

All votes of resolutions at the 2015 AGM will be taken by poll pursuant to the Listing Rules.

E. CLOSURE OF REGISTER OF MEMBERS

In order to determine the shareholders of H Shares who will be entitled to attend the 2015 AGM, the Company has suspended registration of transfer of shares from 31 May 2016 to 30 June 2016, both days inclusive. Holders of H Shares whose names are recorded in the register of members of the Company on 30 June 2016 are entitled to attend and vote at the 2015 AGM.

F. RECOMMENDATIONS

The Board is of the view that the proposals regarding the election of directors and the amendment of the Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders vote in favor of the resolutions to be proposed at the 2015 AGM.

G. 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 in this circular misleading.

On behalf of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Huang Xuesong
Joint Company Secretary



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)

SUPPLEMENTAL NOTICE OF 2015 ANNUAL GENERAL MEETING

Reference is made to the **NOTICE OF 2015 ANNUAL GENERAL MEETING** dated 13 May 2016 (the “**Original Notice**”) of Changan Minsheng APLL logistics Co., Ltd. (the “**Company**”) which set out the details of the 2015 Annual General Meeting (the “**AGM**” or “**2015 AGM**”) of the Company to be held at the Company’s meeting room, No.561, Hongjin Road, Yubei District, Chongqing, the People's Republic of China (“**PRC**”), at 10:00 a.m. on 30 June 2016 for considering and approving, if thought fit, the resolutions set out in the Original Notice. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those used in the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held and the following resolutions will be considered and approved at the AGM:

ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors for the year ended 31 December 2015;
2. To consider and approve the Report of the Supervisory Committee for the year ended 31 December 2015;
3. To consider and approve the audited consolidated accounts and the Report of the Auditors for the year ended 31 December 2015;
4. To consider and approve the Financial Report for the year ended 31 December 2015;
5. To consider and approve the declaration of a final dividend of RMB 0 per share of the Company for the year ended 31 December 2015 ;
6. To consider and approve the Fixed Assets Investment Plan for 2016 and authorize the board of directors of the Company to adjust such annual plans according to the actual situations;
7. To consider and approve the re-appointment of Ernst & Young as the 2016 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 re-appointment of Ernst & Young Hua Ming LLP as the 2016 PRC auditor of the Company for a term to expire by the next annual general meeting, and to authorize the board of directors of the Company to determine its remuneration;

SUPPLEMENTARY NOTICE OF 2015 ANNUAL GENERAL MEETING

8. To consider and approve the election of Mr. Xie Shikang as an executive director of the Company for a term commencing from the conclusion of the AGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. Xie Shikang 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 6*)
9. To consider and approve the election of Mr. Shi Jinggang as an executive director of the Company for a term commencing from the conclusion of the AGM until the expiry of the term of the fourth session of the board of directors of the Company and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. Shi Jinggang 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 6*)

SPECIAL RESOLUTION

10. To consider and approve the amendment of the Articles of Association of the Company. (*Note 7*)

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

Chongqing, the PRC
14 June 2016

SUPPLEMENTARY NOTICE OF 2015 ANNUAL GENERAL MEETING

Notes:

1. Save for the inclusion of the additional resolutions 8, 9 and 10, there are no other changes to the resolutions set out in the Original Notice.
2. Since the form of proxy for use at the AGM enclosed with the Original Notice dated on 13 May 2016 (the “**First Proxy Form**” or “**Original Proxy Form**”) did not contain the additional resolutions 8, 9 and 10 as set out in this supplemental notice, a new form of proxy (the “**Revised Proxy Form**”) has been prepared and is enclosed with this supplemental notice.
3. The Revised Proxy Form for use at the AGM enclosed with the notice is also published on the website of the Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you propose to attend the AGM, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return the same 24 hours before the designated time for holding the AGM or any adjournment thereof (as the case may be).
4. Shareholders are reminded that completion and return of the Revised Proxy Form will not preclude them from attending and voting in person at the AGM or any adjournment thereof should they so wish.
5. Shareholders are reminded to refer to other notes contained in the Original Notice.
6. For biographies of candidates for directorship, please refer to the circular of the Company dated 14 June 2016.
7. For the details of the proposed amendment to the Articles of the Association, please refer to the circular of the Company dated 14 June 2016.

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

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