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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 2017 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2017 first extraordinary general meeting (“EGM”) of Changan Minsheng APLL Logistics Co., Ltd. (the “Company”) will be held at the Company’s Conference Room, No.1881, Jinkai Road, Yubei District, Chongqing, the People’s Republic of China, at 10:00 a.m. on 15 December 2017, to consider and approve (if thinks fit) the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the framework agreement entered into between the Company and Chongqing Changan Automobile Co., Ltd. (“Changan Automobile”) on 30 October 2017 and the conduct of the non-exempt continuing connected transactions regarding the provision of logistics services (including but not limited to the following logistics services: finished vehicle transportation, tire assembly, and supply chain management for car raw materials, components and parts) by the Company and its subsidiaries to Changan Automobile and its associates for the three years ending 31 December 2020, and the proposed cap of RMB8,500,000,000 for the year ending 31 December 2018 in relation thereto (note 7);
2. To consider and approve the framework agreement entered into between the Company and China Changan Automobile Group Co., Ltd. (“China Changan”) on 30 October 2017 and the conduct of the non-exempt continuing connected transactions regarding the provision of logistics services (including but not limited to the following logistics services: finished vehicle transportation, tire assembly, supply chain management for car raw materials, components and parts; and logistics services for non-auto mobile products, such as transformer, steel, optical product and specialty product) by the Company and its subsidiaries to China Changan and its associates for the three years ending 31 December 2020, and the proposed cap of RMB300,000,000 for the year ending 31 December 2018 in relation thereto (note 7);

3. To consider and approve the framework agreement entered into between the Company and Minsheng Industrial (Group) Co., Ltd. (“Minsheng Industrial”) on 30 October 2017 and the conduct of the non-exempt continuing connected transactions regarding the purchase of logistics services from Minsheng Industrial and its associates by the Company and its subsidiaries for the three years ending 31 December 2020, and the proposed cap of RMB1,000,000,000 for the year ending 31 December 2018 in relation thereto (note 7);

4. To consider and approve the framework agreement entered into between the Company and Binqi Zhuangbei Group Financial Limited Liability Company (“Zhuangbei Finance”) on 30 October 2017 and the conduct of the non-exempt continuing connected transactions and major transaction regarding, among other things, the provision of deposit services by Zhuangbei Finance and its associates to the Company and its subsidiaries for the three years ending 31 December 2020, and the proposed maximum daily balance on the deposits (i.e. RMB450,000,000) for the year ending 31 December 2018 under the framework agreement (note 7).

SPECIAL RESOLUTION

5. To consider and approve the amendments to the Articles of Association of the Company (note 7).

By Order of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Xie Shikang
Chairman

Chongqing, the PRC
30 October 2017

Notes:

- (1) In order to determine the shareholders of H shares who will be entitled to attend the EGM, the Company will suspend registration of transfer of shares from 15 November 2017 to 15 December 2017, both days inclusive. In order to qualify to attend the EGM and to vote thereat, non-registered holders 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 14 November 2017. Holders of H shares whose names are recorded in the register of members of the Company on 15 December 2017 are entitled to attend and vote at the EGM.
- (2) Shareholders who intend to attend the EGM will have to return the completed reply slip to the Company's H share registrar Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares) or the office of the Board of the Company at No. 1881, Jinkai Road, Yuebei District, Chongqing, the PRC (postal code: 401122) (in respect of domestic Shares, including non-H foreign Shares, same hereinafter) on or before 24 November 2017. 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) 8918 2265).
- (3) A shareholder who has the right to attend and vote at the EGM is entitled to appoint a proxy or proxies (whether or not a member) in writing 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 directors of the Company (in respect of domestic shares) 24 hours before the commencement of the EGM (i.e. before 10:00 a.m. on 14 December 2017).

- (4) Shareholders and their proxies should show their documents of identity when attending the EGM.
- (5) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the EGM.

- (6) Shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.
- (7) For details, please refer to the announcement of the Company dated 30 October 2017 and the circular of the Company which is expected to be despatched to shareholders on or before 30 November 2017.
- (8) Time and dates in this notice are Hong Kong time and dates.

As at the date of this notice, the board of directors of the Company comprises: (1) Mr. Xie Shikang, Mr. Lu Xiaozhong, Mr. William K Villalon and Mr. Shi Jinggang as the executive directors; (2) Mr. Tan Hongbin, Mr. Danny Goh Yan Nan and Mr. Li Xin 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.

** For identification purpose only*