

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2017 annual general meeting (“AGM”) 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 (“PRC”), at 10:00 a.m. on 29 June 2018, to consider and approve (if thinks fit) the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2017;
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2017;
3. To consider and approve the audited consolidated accounts and the Report of the Auditors of the Company for the year ended 31 December 2017;
4. To consider and approve the Financial Report of the Company for the year ended 31 December 2017;
5. To consider and approve the declaration of a final dividend of RMB0.15 per share of the Company for the year ended 31 December 2017 (*Note 1*);
6. To consider and approve the Fixed Assets Investment Plan for 2018 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 2018 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 2018 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;
8. To consider and approve the election of Mr. Paul Man as a non-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. Paul Man 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 2*);
9. To consider and approve the election of Mr. Wang Huaicheng as a shareholder representative supervisor 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 supervisory committee 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. Wang Huaicheng 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 2*);

SPECIAL RESOLUTIONS

10. To consider and approve the grant of general mandate to the board of directors to issue domestic Shares and/or H Shares and/or non-H foreign Shares of the Company (*Note 3*);
11. To consider and approve the amendment to the Articles of Association (*Note 4*).

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

Chongqing, the PRC
14 May 2018

Notes:

- (1) 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 RMB0.15 (including tax) (2016: RMB0.10 (including tax)) per share for the year ended 31 December 2017.

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.

- (2) For biographies of candidates for the non-executive director and shareholder representative supervisor, please refer to the circular of the Company dated 14 May 2018.
- (3) As at the date of this notice, the Company had in issue 162,064,000 Shares comprising (i) 55,000,000 H shares are listed on The Stock Exchange of Hong Kong Limited; (ii) 67,000,320 domestic shares and (iii) 40,063,680 non-H foreign shares. Subject to the passing of the proposed resolution for the approval of the general mandate and in accordance with the terms set out therein, the Company would be allowed to allot, issue and deal with up to a maximum of 11,000,000 H Shares and/or 13,400,064 domestic shares and/or 8,012,736 non-H foreign shares on the basis that no further H Shares and/or domestic shares and/or non-H foreign shares would be issued by the Company prior to the AGM.
- (4) For the details regarding the proposed amendments to the Articles of Association, please refer to the circular of the Company dated 14 May 2018.
- (5) Closure of register of members for the AGM

In order to determine the shareholders of H shares who will be entitled to attend and vote at the AGM, the Company will suspend registration of transfer of shares from 29 May 2018 to 29 June 2018, both days inclusive.

In order to qualify to attend the AGM 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 28 May 2018. Holders of H shares whose names are recorded in the register of members of the Company on 29 June 2018 are entitled to attend and vote at the AGM.

(6) Closure of register of members for payment of final dividend of 2017

In order to determine the shareholders of H shares who will be entitled to receive the final dividend for the year ended 31 December 2017, the Company will suspend registration of transfer of shares from 6 July 2018 to 11 July 2018, both days inclusive.

In order to qualify to receive the final dividend for the year ended 31 December 2017 (subject to approval of the relevant resolution at the AGM), 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 5 July 2018. Holders of H shares whose names are recorded in the register of members of the Company on 11 July 2018 are entitled to receive the final dividend for the year ended 31 December 2017.

(7) 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 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H shares) or the office of the board of directors 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 8 June 2018. 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 (86 23) 8918 2265).

(8) 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 directors of the Company (in respect of domestic shares) 24 hours before the commencement of the AGM (i.e. before 10:00 a.m. on 28 June 2018).

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

(9) Shareholders and their proxies should show their documents of identity when attending the AGM.

(10) Shareholders attending the AGM will be responsible for their own traveling and accommodation expenses.

(11) 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*