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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 2018 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2018 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 31 December 2018, to consider and approve (if thinks fit) the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the proposed cap of RMB7,500,000,000 for the year ending 31 December 2019 in relation to 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 Chongqing Changan Automobile Co., Ltd. (“Changan Automobile”) and its associates contemplated under the framework agreement entered into between the Company and Changan Automobile on 30 October 2017 and that the said framework agreement is hereby confirmed and ratified (note 7);
2. To consider and approve the proposed cap of RMB250,000,000 for the year ending 31 December 2019 in relation to 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-automobile products, such as transformer, steel, optical product and specialty product) by the Company and its subsidiaries to China Changan Automobile Group Co., Ltd. (“China Changan”) and its associates contemplated under the framework agreement entered into between the Company and China Changan on 30 October 2017 and that the said framework agreement is hereby confirmed and ratified (note 7);

3. To consider and approve the proposed cap of RMB700,000,000 for the year ending 31 December 2019 in relation to the purchase of logistics services from Minsheng Industrial (Group) Co., Ltd. (“Minsheng Industrial”) and its associates by the Company and its subsidiaries contemplated under the framework agreement entered into between the Company and Minsheng Industrial on 30 October 2017 and that the said framework agreement is hereby confirmed and ratified (note 7);
4. To consider and approve proposed maximum daily balance on the deposits (i.e. RMB350,000,000) for the year ending 31 December 2019 in relation to the provision of deposit services by Binqi Zhuangbei Group Financial Limited Liability Company (“Zhuangbei Finance”) to the Company and its subsidiaries contemplated under the framework agreement entered into between the Company and Zhuangbei Finance on 30 October 2017 and that the said framework agreement is hereby confirmed and ratified (note 7);
5. To consider and approve the election of Mr. Chen Wenbo as an executive director of the Company for a term commencing from the conclusion of the EGM 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. Chen Wenbo 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 8);
6. To consider and approve the election of Mr. Chen Xiaodong as a non-executive director of the Company for a term commencing from the conclusion of the EGM 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. Chen Xiaodong 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 8);
7. To consider and approve the election of Ms. Jin Jie as a shareholder representative supervisor of the Company for a term commencing from the conclusion of the EGM 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 Ms. Jin Jie 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 8).

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

Chongqing, the PRC  
15 November 2018

## 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 30 November 2018 to 31 December 2018, 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, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 29 November 2018. Holders of H shares whose names are recorded in the register of members of the Company on 31 December 2018 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 17<sup>th</sup> 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 11 December 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 (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 H share registrar 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, including non-H foreign Shares) 24 hours before the commencement of the EGM (i.e. before 10:00 a.m. on 30 December 2018).

- (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 13 November 2018 and the circular of the Company which is expected to be despatched to shareholders on or before 14 December 2018.
- (8) For biographies of candidates for the directors and shareholder representative supervisor, please refer to the announcement of the Company dated 13 November 2018 and the circular of the Company which is expected to be despatched to shareholders on or before 14 December 2018.
- (9) 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. Man Hin Wai Paul (also known as Paul Man) 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 independent non-executive directors.*

*\* For identification purpose only*