

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

**RESULTS OF 2018 FIRST EXTRAORDINARY GENERAL MEETING
AND
CHANGES IN DIRECTORS, AUTHORIZED REPRESENTATIVE AND
SHAREHOLDER REPRESENTATIVE SUPERVISOR**

Results of 2018 First Extraordinary General Meeting

The Board announces that all resolutions proposed at the EGM held on 31 December 2018 were duly passed.

Changes in Directors, Authorized Representative and Shareholder Representative Supervisor

The election of each of Mr. Chen Wenbo, Mr. Chen Xiaodong and Ms. Jin Jie as the executive Director, non-executive Director and shareholder representative Supervisor of the Company, respectively, has been approved by the Shareholders at the EGM. Each of Mr. Chen Wenbo, Mr. Chen Xiaodong and Ms. Jin Jie has been appointed as the executive Director and the non-executive Director and shareholder representative Supervisor of the Company, respectively, with effect immediately from the conclusion of the EGM until the expiry of the term of the fourth session of the Board.

In addition,

- (1) the resignation of each of Mr. Lu Xiaozhong, Mr. Tan Hongbin and Mr. Steven Ho Kok Keong as the executive Director, non-executive Director and shareholder representative Supervisor of the Company, respectively, became effective immediately; and
- (2) Mr. Chen Xiaodong has also been appointed as the Authorized Representative of the Company at the Board meeting held subsequent to the EGM with effect immediately from the conclusion of the Board meeting.

Results of 2018 First Extraordinary General Meeting

Reference is made to the Notice of 2018 First Extraordinary General Meeting (the “**Notice**”) of Changan Minsheng APLL Logistics Co., Ltd. (the “**Company**”) issued on 15 November 2018 and the circular of the Company dated 14 December 2018 (the “**Circular**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meaning as those defined in the Notice and the Circular.

The 2018 first extraordinary general meeting (the “EGM”) of the Company was held at the Conference Room, No.1881, Jinkai Road, Yubei District, Chongqing, the PRC, at 10:00 a.m. on 31 December 2018. The Board is pleased to announce that all the resolutions set out in the Notice were duly passed.

The voting of the resolutions set out in the Notice was taken by poll. The poll results were as follows:

| Resolutions | | No. of votes (%) | | Total number of shares held by the shareholders who attend the EGM and have the right to vote |
|---|---|------------------------|----------------------|---|
| | | For | Against | |
| Ordinary Resolutions | | | | |
| Resolution 1 (ordinary resolution) | 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 | 72,271,400 (95.14%) | 3,688,000 (4.86%) | 75,959,400 |
| Resolution 2 (ordinary resolution) | 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 | 72,271,400 (95.14%) | 3,688,000 (4.86%) | 75,959,400 |
| Resolution 3 (ordinary resolution) | 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 | 81,277,800 (95.66%) | 3,688,000 (4.34%) | 84,965,800 |
| Resolution 4 (ordinary resolution) | 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 | 70,059,400 (92.23%) | 5,900,000 (7.77%) | 75,959,400 |

| | | | | |
|---|---|-------------------------|----------------------|-------------|
| Resolution 5 (ordinary resolution) | 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 | 113,445,000 (96.81%) | 3,740,000 (3.19%) | 117,185,000 |
| Resolution 6 (ordinary resolution) | 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 | 113,445,000 (96.81%) | 3,740,000 (3.19%) | 117,185,000 |
| Resolution 7 (ordinary resolution) | 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 | 113,435,000 (96.80%) | 3,750,000 (3.20%) | 117,185,000 |

As at the record date of the EGM, i.e. 31 December 2018 (the “**Record Date**”), the issued share capital of the Company comprised 162,064,000 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the EGM. According to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), China Changan Automobile Group Co., Ltd. and its associates, holding a total of 41,225,600 shares in the Company as of the Record Date, had abstained from voting on Resolutions No.1, 2 and 4 respectively at the EGM, and Minsheng Industrial (Group) Co., Ltd., Ming Sung Industrial Co., (HK) Limited and their respective associates, holding a total of 32,219,200 shares in the Company as of the Record Date, had abstained from voting on Resolution No.3 at the EGM. The Company’s share registrar, Computershare Hong Kong Investor Services Limited, and the Company’s PRC lawyer, Grandall Law Firm (Chongqing), were appointed as the scrutineers for the vote-taking at the EGM.

Save as disclosed above, the Company was not aware of any parties indicating their intention to vote only against any of the resolutions at the EGM. Save as disclosed above and so far as is known to the Company, none of our Shareholders was entitled to attend the EGM and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules.

Changes in Directors, Authorized Representative and Shareholder Representative Supervisor

The Board also announces that the election of Mr. Chen Wenbo as the executive Director of the Company has been approved by the Shareholders at the EGM, and Mr. Chen Wenbo has been appointed as the executive Director of the Company with effect immediately from the conclusion of the EGM until the expiry of the term of the fourth session of the Board. For biographical details of Mr. Chen Wenbo, please refer to the announcement of the Company dated 13 November 2018.

The Board also announces that the election of Mr. Chen Xiaodong as the non-executive Director of the Company has been approved by the Shareholders at the EGM, and Mr. Chen Xiaodong has been appointed as the non-executive Director of the Company with effect immediately from the conclusion of the EGM until the expiry of the term of the fourth session of the Board. For biographical details of Mr. Chen Xiaodong, please refer to the announcement of the Company dated 13 November 2018.

The Board also announces that the election of Ms. Jin Jie as the shareholder representative Supervisor of the Company has been approved by the Shareholders at the EGM, and Ms. Jin Jie has been appointed as the shareholder representative Supervisor of the Company with effect immediately from the conclusion of the EGM until the expiry of the term of the fourth session of the Supervisory Committee. For biographical details of Ms. Jin Jie, please refer to the announcement of the Company dated 13 November 2018.

Save as disclosed above, each of Mr. Chen Wenbo, Mr. Chen Xiaodong and Ms. Jin Jie has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, none of Mr. Chen Wenbo, Mr. Chen Xiaodong and Ms. Jin Jie hold any other positions within the Company or other members of the Group or have any relationships with any directors, senior management, substantial or controlling Shareholders of the Company, or have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, neither of Mr. Chen Wenbo, Mr. Chen Xiaodong and Ms. Jin Jie are 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)(h) to (v) of the Listing Rules.

In addition,

- (1) the resignation of each of Mr. Lu Xiaozhong, Mr. Tan Hongbin and Mr. Steven Ho Kok Keong as the executive Director, non-executive Director and shareholder representative Supervisor of the Company, respectively, became effective immediately; and
- (2) Mr. Chen Xiaodong has also been appointed as the Authorized Representative of the Company at the Board meeting held subsequent to the EGM with effect immediately from the conclusion of the Board meeting.

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

Chongqing, the PRC
31 December 2018

As at the date of this announcement, the board of directors of the Company comprises: (1) Mr. Xie Shikang, Mr. Chen Wenbo, Mr. William K Villalon and Mr. Shi Jinggang as the executive directors; (2) Mr. Chen Xiaodong, 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*