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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 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2019 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 30 June 2020, 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 2019;
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2019;
3. To consider and approve the audited consolidated accounts and the Report of the Auditors of the Company for the year ended 31 December 2019;
4. To consider and approve the Financial Report of the Company for the year ended 31 December 2019;
5. To consider and approve the declaration of a final dividend of RMB0 per share of the Company for the year ended 31 December 2019 (*Note 1*);
6. To consider and approve the Fixed Assets Investment Plan for 2020 and authorize the board of directors of the Company to adjust such annual plan according to the actual situations;

7. To consider and approve the appointment of WUYIGE Certified Public Accountants LLP as the 2020 international auditor and the 2020 PRC 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;
8. To consider and approve the appointment or re-appointment of the members of the fifth session of the board of directors of the Company (for biographies of candidates for directorship, please refer to note 8 to this notice);
 - 8.1 To consider and approve the re-appointment of Mr. Xie Shikang as the executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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;
 - 8.2 To consider and approve the re-appointment of Mr. Chen Wenbo as the executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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;
 - 8.3 To consider and approve the re-appointment of Mr. William K Villalon as the executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth session of the board of directors and to authorize the board of directors of the Company to fix the remuneration and to enter into the service contract with Mr. William K Villalon 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;
 - 8.4 To consider and approve the re-appointment of Mr. Shi Jinggang as the executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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;
 - 8.5 To consider and approve the re-appointment of Mr. Chen Xiaodong as the non-executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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;
 - 8.6 To consider and approve the re-appointment of Mr. Man Hin Wai Paul as the non-executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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. Man Hin Wai Paul 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;

- 8.7 To consider and approve the appointment of Mr. Xia Lijun as the non-executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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. Xia Lijun 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;
- 8.8 To consider and approve the re-appointment of Mr. Chong Teck Sin as the independent non-executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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. Chong Teck Sin 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;
- 8.9 To consider and approve the re-appointment of Mr. Poon Chiu Kwok as the independent non-executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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. Poon Chiu Kwok 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;
- 8.10 To consider and approve the re-appointment of Mr. Jie Jing as the independent non-executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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. Jie Jing 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; and
- 8.11 To consider and approve the re-appointment of Ms. Zhang Yun as the independent non-executive director for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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 Ms. Zhang Yun 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.
9. To consider and approve the re-appointment of the shareholder representative supervisors of the fifth session of the supervisory committee of the Company (for biographies of candidates for shareholder representative supervisors, please refer to note 8 to this notice);
- 9.1 To consider and approve the re-appointment of Mr. Wang Huaicheng as the shareholder representative supervisor for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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;

- 9.2 To consider and approve the re-appointment of Ms. Jin Jie as the shareholder representative supervisor for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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; and
- 9.3 To consider and approve the re-appointment of Mr. Yang Gang as the shareholder representative supervisor for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth 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. Yang Gang 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.
10. To authorize the board of directors of the Company to fix the remuneration and to enter into service contracts with the two employees representative supervisors (for a term commencing from the conclusion of the AGM until the expiry of the term of the fifth session of the supervisory committee of the Company) 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.

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

Chongqing, the PRC
15 May 2020

Notes:

(1) The Board of Directors of the Company does not recommend the payment of a final dividend for the year ended 31 December 2019 (2018: RMB0.1 (including tax)).

(2) 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 1 June 2020 to 30 June 2020, 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 29 May 2020. Holders of H shares whose names are recorded in the register of members of the Company on 30 June 2020 are entitled to attend and vote at the AGM.

(3) 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, Yubei District, Chongqing, the PRC (postal code: 401122) (in respect of domestic shares, including non-H foreign shares, same hereinafter) on or before 10 June 2020. The reply slip may be delivered by post or facsimile (Fax No. for H shareholders is (852) 2865 0990 or Fax No. for domestic shareholders is (86 23) 8918 2265).

(4) 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 29 June 2020).

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

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

- (6) Shareholders attending the AGM will be responsible for their own traveling and accommodation expenses.
- (7) Time and dates in this notice are Hong Kong time and dates.
- (8) For details, please refer to the announcement of the Company dated 30 March 2020 and the circular dated 15 May 2020.

As at the date of this notice, 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*