
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Changan Minsheng APLL Logistics Co., Ltd., you should at once hand this circular and the form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

SUPPLEMENTAL CIRCULAR ON
PROPOSED APPOINTMENT OF AUDITORS FOR 2020
AND
SUPPLEMENTAL NOTICE OF THE 2019 AGM

This Supplemental Circular shall be read in conjunction with each of the Original Circular and the Original Notice of the Company dated 15 May 2020.

A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 29 May 2020 is set out on pages 3 to 5 of this Supplemental Circular.

A Supplemental Notice convening the AGM of Changan Minsheng APLL Logistics Co., Ltd. to be held at the conference room, No. 1881, Jinkai Road, Yubei District, Chongqing, the PRC at 10:00 a.m. on 30 June 2020 is set out on pages 6 to 10 of this Supplemental Circular.

A Revised Proxy Form for use at the AGM is enclosed with this Supplemental Circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return the same to the Company's H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the office of the Board of the Company at No.1881, Jinkai Road, Yubei District, Chongqing, the PRC (Zip Code: 401122) (for the holders of the Domestic Shares only (in respect of domestic shares, including non-H foreign shares)), as soon as possible and in any event not less than 24 hours before the time appointed for holding the relevant meeting (i.e. before 10 a.m. on 29 June 2020) or any adjournment thereof. Completion and delivery of the Revised Proxy Form will not preclude you from attending, and voting in person at, the meeting or any adjournment thereof if you so wish.

** For identification purpose only*

29 May 2020

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

| | |
|---------------------|---|
| “2019 AGM” or “AGM” | The 2019 annual general meeting to be held by the Company on 30 June 2020 to consider, among others, the proposals of the proposed re-election or appointment of directors and shareholder representative supervisors, and the appointment of auditors for 2020 |
| “APLL” | APL Logistics Ltd. |
| “Board” | the board of directors of the Company |
| “China or PRC” | The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan |
| “Company” | Changan Minsheng APLL Logistics Co., Ltd. (重慶長安民生物流股份有限公司) |
| “Director(s)” | the director(s) of the Company |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| Original Circular | the circular issued by the Company on 15 May 2020 |
| Original Notice | the notice convening the 2019 AGM issued by the Company on 15 May 2020 |
| “SFO” | the Securities and Futures Ordinance, Cap.571 of the laws of Hong Kong |
| “Shares” | the ordinary shares of the Company |
| “Shareholders” | shareholders of the Company |
| “WUYIGE” | WUYIGE Certified Public Accountants LLP |



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)

Executive directors:

Xie Shikang
Chen Wenbo
William K Villalon
Shi Jinggang

Non-executive directors:

Chen Xiaodong
Man Hin Wai Paul
Li Xin

Independent non-executive directors:

Chong Teck Sin
Poon Chiu Kwok
Jie Jing
Zhang Yun

Registered Office:

No. 1881
Jinkai Road
Yubei District
Chongqing
The PRC

***Principal place of business
in Hong Kong:***

16/F, 144-151
Singa Commercial Centre
Connaught Road West
Hong Kong

* *For identification purpose only*

29 May 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITORS FOR 2020
AND
SUPPLEMENTAL NOTICE OF THE 2019 AGM**

A. INTRODUCTION

References are made to the Original Circular dated 15 May 2020 in relation to, among others, the proposed appointment of the auditors for 2020. This Supplemental Circular should be read in conjunction with the Original Circular.

The purpose of this Supplemental Circular is to set out, amongst other things, further details regarding the proposal on the appointment of auditors for 2020 to be tabled before the 2019 AGM for Shareholders' approval to enable you to make an informed decision on voting in respect of such a resolution at the AGM.

B. PROPOSED APPOINTMENT OF AUDITORS FOR 2020

Reference is made to the announcement of the Company dated 12 May 2020 in relation to the proposed appointment of international auditor and PRC auditor of the Company for 2020.

Reference is made to the further announcement of the Company dated 25 May 2020.

The Board wishes to supplement that subject to Shareholders' approval at the AGM, the Company proposes to appoint PKF Hong Kong Limited and WUYIGE as the international auditor and the PRC auditor of the Company, respectively, for 2020. Being a Hong Kong entity of WUYIGE, PKF Hong Kong Limited will be responsible for auditing of the Company's financial statements prepared under *Hong Kong Financial Reporting Standards*. WUYIGE will be responsible for auditing of the Company's financial statements prepared under *China Accounting Standards for Business Enterprises*.

Subject to the approval by the Shareholders at the AGM, the Board will negotiate with each of PKF Hong Kong Limited and WUYIGE to determine their remunerations for their provision of audit services for the Company. The above proposal shall be submitted to the AGM as an ordinary resolution for consideration and approval by the Shareholders.

C. 2019 AGM

A Supplemental Notice, which seeks to set out clearly the resolution regarding the proposed auditors to be appointed by the Company for 2020 in resolution No.7 of the Original Notice, is set out on pages 6 to 10 of this Supplemental Circular. Save for the clarification regarding the appointment of PKF Hong Kong Limited as the 2020 international auditor of the Company and the appointment of WUYIGE as the 2020 PRC auditor of the Company, the other resolutions, the date and place for convening the AGM shall remain unchanged.

A Revised Proxy Form for use at the AGM is enclosed with the Supplemental Circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM (i.e. before 10:00 a.m. on 29 June 2020).

ATTENTION: Shareholders should note that resolution No.7 was revised since the original proxy form for the 2019 AGM (issued by the Company along with, among other things, the notice of the 2019 AGM on 15 May 2020) (the "**Original Proxy Form**"). Shareholders of the Company should read carefully the Supplemental Circular of the Company dated 29 May 2020 before further voting action. If the shareholder(s) of the Company have/has not yet lodged the Original Proxy Form with the Company or the Company's H share Registrar, shareholders are requested to lodge only this Proxy Form (the "**Revised Proxy Form**"), and if the Original Proxy Form has already been lodged, then please note that:

- (a) The Revised Proxy Form lodged with the Company's H Share Registrar by the shareholder not less than 24 hours before the time appointed for the holding of the Meeting will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
- (b) If no Revised Proxy Form is lodged with the Company's H Share Registrar by the Shareholder, the lodged Original Proxy Form will remain valid and effective only in respect of all resolutions other than resolution No.7 if correctly completed. The authorized proxy of the shareholder holding the Original Proxy Form will be entitled to vote at his/her discretion on resolution No.7 which was set out in the Revised Proxy Form.

LETTER FROM THE BOARD

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2019 AGM nor at any adjourned meetings should you wish.

All votes of resolutions at the 2019 AGM will be taken by poll pursuant to the Listing Rules.

D. CLOSURE OF REGISTER OF MEMBERS

In order to determine the shareholders of H shares who will be entitled to attend and vote at the 2019 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 2019 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 2019 AGM.

E. RECOMMENDATIONS

The Board is of the view that the proposal regarding the proposed appointment of PKF Hong Kong Limited and WUYIGE as the international auditor and the PRC auditor of the Company, respectively, for 2020 is in the interests of the Company and Shareholders as a whole. Accordingly, the Board recommends the Shareholders vote in favor of such an ordinary resolution to be proposed at the 2019 AGM.

F. RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this circular misleading.

On behalf of the Board
Changan Minsheng APLL Logistics Co., Ltd.
Xie Shikang
Chairman



重慶長安民生物流股份有限公司
Changan Minsheng APLL Logistics Co., Ltd. *

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SUPPLEMENTAL NOTICE OF 2019 ANNUAL GENERAL MEETING

Reference is made to the NOTICE OF 2019 ANNUAL GENERAL MEETING dated 15 May 2020 (the “**Original Notice**”) of Changan Minsheng APLL logistics Co., Ltd. (the “**Company**”) which set out the details of the 2019 Annual General Meeting (the “**AGM**” or “**2019 AGM**”) of the Company to 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 for considering and approving, if thought fit, the resolutions set out in the Original Notice. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those used in the Original Notice.

A SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM of the Company will be held and the following resolutions will be considered and approved at the AGM:

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;
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 PKF Hong Kong Limited as the 2020 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 appointment of WUYIGE Certified Public Accountants LLP as 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;

SUPPLEMENTAL NOTICE OF 2019 ANNUAL GENERAL MEETING

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 4 to this supplemental 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;

SUPPLEMENTAL NOTICE OF 2019 ANNUAL GENERAL MEETING

- 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 4 to this supplemental 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;

SUPPLEMENTAL NOTICE OF 2019 ANNUAL GENERAL MEETING

- 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
29 May 2020

SUPPLEMENTAL NOTICE OF 2019 ANNUAL GENERAL MEETING

Notes:

- (1) Save for clarification regarding the appointment of PKF Hong Kong Limited as the 2020 international auditor of the Company and the appointment of WUYIGE as the 2020 PRC auditor of the Company in resolution No.7, the other resolutions, the date and place for convening the AGM set out in the Original Notice shall remain unchanged.
- (2) A new form of proxy (the “**Revised Proxy Form**”) has been prepared and is enclosed with the Supplemental Circular issued by the Company on 29 May 2020.

The Revised Proxy Form for use at the AGM is also published on the website of the Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you propose to attend the AGM, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return the same 24 hours before the designated time for holding the AGM or any adjournment thereof (as the case may be).

Shareholders are reminded that completion and return of the Revised Proxy Form will not preclude them from attending and voting at the AGM or any adjournment thereof should they so wish.

- (3) Shareholders are reminded to refer to other notes contained in the Original Notice.
- (4) For biographies of candidates for directorship, please refer to the circular of the Company dated 15 May 2020.

As at the date of this supplemental notice, the board of directors of the Company comprises: (1) Mr. Xie Shikang, Mr. Chen Wenbo, Mr. William K Villalon and Mr. Shi Jingtang 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*