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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the relevant requirements of the Company Law of the PRC and the *Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies* (Guo Han [2019] No. 97) 《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》(國函[2019] 97號) published by the State Council of the PRC, the Board proposed to amend the relevant articles of the Articles of Association after taking into account the actual situations of the Company based on the principles of prudence, appropriateness and necessity.

The amendments to the Articles of Association are subject to approval by the Shareholders at the 2020 First EGM by way of special resolution and, if required, the approval from the relevant PRC government authorities.

A circular containing, among other things, details of proposed amendments to the Articles of Association will be sent to the Shareholders as soon as practicable.

This announcement is made by Changan Minsheng APLL Logistics Co., Ltd.* (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the relevant requirements of the Company Law of the People's Republic of China (the “PRC” or “China”) and the *Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies* (Guo Han [2019] No. 97) 《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》(國函[2019] 97號) published by the State Council of the PRC, the board of directors of the Company (the “**Board**”) proposed to amend the relevant articles of the Articles of Association of the Company (the “**Articles of Association**”) after taking into account the actual situations of the Company based on the principles of prudence, appropriateness and necessity.

Details of the proposed amendments to the Articles of Association are set out below:

No.	Provisions of the Articles of Association before amendments	Provisions of the Articles of Association after amendments	Note
1.	<p>Article 1</p> <p>Changan Minsheng APLL Logistics Co., Ltd. (hereinafter referred to as the "Company") is a foreign-invested joint stock limited company incorporated in the People's Republic of China (hereinafter referred to as "China") as per the Company Law of the People's Republic of China (hereinafter referred to as "Company Law") and other relevant laws and regulations.</p> <p>The Company was incorporated and converted from Changan Minsheng Logistics Co., Ltd., a sino-foreign joint venture, in accordance with the approval of Shang Zi Pi No. [2004] 1523 issued by Ministry of Commerce of the People's Republic of China on Oct. 14, 2004. The original shareholders are the promoters of the Company. The Company registered at and was granted with the business license of Qi Gu Yu Zong No. 008118 by Chongqing Municipal Administration for Industry and Commerce on Dec. 31, 2004.</p> <p>.....</p>	<p>Article 1</p> <p>Changan Minsheng APLL Logistics Co., Ltd. (hereinafter referred to as the "Company") is a foreign-invested joint stock limited company incorporated in the People's Republic of China (hereinafter referred to as "China") as per the Company Law of the People's Republic of China (hereinafter referred to as "Company Law") and other relevant laws and regulations.</p> <p>The Company was incorporated and converted from Changan Minsheng Logistics Co., Ltd., a sino-foreign joint venture, in accordance with the approval of Shang Zi Pi No. [2004] 1523 issued by Ministry of Commerce of the People's Republic of China on Oct. 14, 2004. The original shareholders are the promoters of the Company. The Company registered at and was granted with the business license <u>with Unified Social Credit Code of 91500000709426199C</u> of Qi Gu Yu Zong No. 008118 by Chongqing Municipal Administration for Industry and Commerce on Dec. 31, 2004.</p> <p>.....</p>	<p>Unified Social Credit Code has been implemented to replace former practice</p>
2.	<p>Article 6</p> <p>The Articles of Association of the Company was passed as an extraordinary resolution at the Shareholders' Meeting on Feb. 22, 2005 and went into effect upon the registration for amendment at Chongqing Municipal Administration for Industry and Commerce after the</p>	<p>Article 6</p> <p>The Articles of Association of the Company was passed as an extraordinary resolution at the Shareholders' Meeting on Feb. 22, 2005 and went into effect upon the registration for amendment at Chongqing Municipal Administration for Industry and Commerce after the</p>	<p>Updating the provision regarding the Reply of the State Council on the Adjustment of the Notice Period of the General</p>

<p>Company first issued 55,000,000 overseas listed foreign shares (including 5,000,000 existing shares sold by the shareholders of State-owned shares) ("H Shares") in Hong Kong and was listed on the Growth Enterprise Market (hereinafter referred to as "GEM") of Stock Exchange of Hong Kong Limited (hereinafter referred to as "SEHK").</p> <p>The Articles of Association of the Company is made in pursuance with the Company Law, the Constitution of the Communist Party of China (《中國共產黨章程》), the Prerequisite Clauses of Articles of Association of Companies Seeking a Listing outside China No. (1994) 21 (hereinafter referred to as the "Prerequisite Clauses") issued by State Council Securities Commission and State Commission for Restructuring Economic System on Aug. 27, 1994 and the Advice on Supplementary Amendments to Articles of Association of Companies listed in Hong Kong No. [1995] 1 issued by the Overseas Listing Department of China Securities Regulatory Commission and State Commission for Restructuring Economic System on April 3, 1995.</p> <p>.....</p>	<p>Company first issued 55,000,000 overseas listed foreign shares (including 5,000,000 existing shares sold by the shareholders of State-owned shares) ("H Shares") in Hong Kong and was listed on the Growth Enterprise Market (hereinafter referred to as "GEM") of Stock Exchange of Hong Kong Limited (hereinafter referred to as "SEHK").</p> <p><u>With the approval of SEHK, the entire H Shares were transferred for listing from GEM to the Main Board of SEHK with effect from 18 July 2013.</u></p> <p>The Articles of Association of the Company is made in pursuance with the Company Law, the Constitution of the Communist Party of China (《中國共產黨章程》), the Prerequisite Clauses of Articles of Association of Companies Seeking a Listing outside China No. (1994) 21 (hereinafter referred to as the "Prerequisite Clauses") issued by State Council Securities Commission, <u>the State Commission for Restructuring Economic System on Aug. 27, 1994 and the Advice on Supplementary Amendments to Articles of Association of Companies listed in Hong Kong No. [1995] 1 issued by the Overseas Listing Department of China Securities Regulatory Commission and State Commission for Restructuring Economic System on April 3, 1995, and the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) 《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》 (國函[2019] 97號).</u></p>	<p>Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97).</p>
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3.	<p>Article 17</p> <p>Domestic shares refer to shares issued by the Company to domestic investors who subscribe in the currency of RMB; foreign shares refer to shares issued by the Company to foreign investors who subscribe in foreign currencies.</p> <p>Foreign currency referred to in the preceding paragraph shall mean the lawful currencies of other countries or regions, other than RMB, which are recognized by the State's foreign exchange supervisory department and which may be used for payment of shares to the Company.</p> <p>Domestic listed shares refer to shares listed in mainland China. Overseas listed foreign shares refer to foreign shares listed outside mainland China.</p> <p>Domestic shares may be listed in securities exchange in mainland China upon approval at the shareholders' Meeting and by relevant government authorities; overseas listed foreign shares may be listed on the Main Board of SEHK.</p> <p>One year after the Company became a joint stock limited company from a sino-foreign joint venture and one year after the overseas listed foreign shares of the Company were listed on the GEM of SEHK, as approved at the Shareholders' Meeting and respective meetings of holders of shares of different classes, including holders of overseas listed foreign shares, holders of domestic shares (including holders of non-listed foreign shares), as well as approved by the State Council or its</p>	<p>Article 17</p> <p>Domestic shares refer to shares issued by the Company to domestic investors who subscribe in the currency of RMB; foreign shares refer to shares issued by the Company to foreign investors who subscribe in foreign currencies.</p> <p>Foreign currency referred to in the preceding paragraph shall mean the lawful currencies of other countries or regions, other than RMB, which are recognized by the State's foreign exchange supervisory department and which may be used for payment of shares to the Company.</p> <p>Domestic listed shares refer to shares <u>that may be listed</u> in mainland China. Overseas listed foreign shares refer to foreign shares listed outside mainland China. <u>Overseas listed shares refer to shares listed in overseas stock exchange subject to approval of regulator authorized by State Council and overseas security regulator.</u></p> <p>Domestic shares may be listed in securities exchange in mainland China upon approval at the shareholders' Meeting and by relevant government authorities; overseas listed foreign shares may be listed on the Main Board of SEHK.</p> <p>One year after the Company became a joint stock limited company from a sino-foreign joint venture and one year after the overseas listed foreign shares of the Company were listed on the GEM of SEHK, u<u>Upon approval by competent security department of the State Council and approval of overseas</u></p>	<p>The description of "Overseas listed foreign share" or "foreign shares". Similar arrangement will also be made in Article 20, Article 21, Article 26, Article 27, Article 28, Article 43, Article 44, Article 46, Article 50, Article 64, Article 66, Article 67, Article 99, Article 154, Article 169, Article 170, Article 182, Article 200, Article 203 and Article 204 of the Articles of Association for revising "foreign listed shares" or "shares" accordingly for consistency.</p>

	authorized supervising department and SEHK, domestic shares and non-listed foreign shares of the Company may be converted to overseas listed foreign shares.	<u>stock exchange, all or part of domestic shares and non-listed foreign shares are convertible into overseas listed shares for listing and trading at overseas stock exchange. No shareholders' general meeting or shareholders' class meeting is required with respect to the conversion and/or transfer of the above shares and their listing and trading on overseas stock exchange. The overseas listed shares converted from the domestic shares are the same class of shares as the original overseas listed foreign shares.</u>	
4	Article 22 The registered capital of the Company shall be RMB 162,064,000 Yuan.	Article 22 The registered capital of the Company shall be <u>is</u> RMB 162,064,000 Yuan.	Amendment made according to the actual circumstances of the Company.
5.	Article 47 Within 30 days from the date of Shareholder's Meeting or 5 days from the record date for the Company's distribution of dividends, no change shall be made in the register of shareholders as a result of transfer of shares.	Article 47 Within 30 days from the date of Shareholder's Meeting or 5 days from the record date for the Company's distribution of dividends, no change shall be made in the register of shareholders as a result of transfer of shares. <u>In respect of the closure for transfer or conversion of shares prior to the date of a shareholders' general meeting or the record date for the Company's distribution of dividends, where there are laws, regulations, and any other securities regulatory provisions in the place where the Company's share are listed; or provisions in the announcement/circular of a shareholders' general meeting in accordance with the abovementioned laws, regulations and any other</u>	Consequential amendments following the revision made to the original Article 64.

		<u>securities regulatory provision, such provisions shall prevail.</u>	
6.	<p>Article 50</p> <p>For any person who is a registered shareholder or who claims to be entitled to have his name (title) entered in the register of shareholders in respect of shares in the Company, if his share certificate (hereinafter, “original share certificate”) is lost, he may apply to the Company for a replacement share certificate in respect of such shares (hereinafter, the “Relevant Shares”). Unless the Company is certain that the original share certificate is destroyed, it shall not issue any new share certificate to replace the original one.</p> <p>Applications for a replacement share certificate by shareholders of domestic shares shall be addressed pursuant to Article 150 of the <i>Company Law</i>.</p> <p>.....</p>	<p>Article 50</p> <p>For any person who is a registered shareholder or who claims to be entitled to have his name (title) entered in the register of shareholders in respect of shares in the Company, if his share certificate (hereinafter, “original share certificate”) is lost, he may apply to the Company for a replacement share certificate in respect of such shares (hereinafter, the “Relevant Shares”). Unless the Company is certain that the original share certificate is destroyed, it shall not issue any new share certificate to replace the original one.</p> <p>Applications for a replacement share certificate by shareholders of domestic shares shall be addressed pursuant to Article 150 <u>relevant article</u> of the <i>Company Law</i>.</p> <p>.....</p>	<p>The specific article number in <i>Company Law</i> quoted in the original Article 50 has changed.</p>
7.	<p>Article 64</p> <p>When the Company convenes the Shareholders’ Meeting, written notices of the meeting shall be provided in no less 45 days prior to the date of the meeting (but not more than 60 days) to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. For the overseas listed foreign shares shareholders, the notice of general meeting, circulars and the relevant documents may, in accordance with laws, administrative regulations, listing rules of the place where the Company's</p>	<p>Article 64</p> <p>When the Company convenes the shareholders’ <u>general</u> meeting, written notices of the meeting shall be provided in no less 45 <u>20 clear business days</u> prior to the date of the meeting (but not more than 60 days) to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. <u>When the Company convenes the shareholders extraordinary meeting, written notices of the meeting of the meeting shall be provided in no less 10 clear business days or 15 days (whichever is longer)</u></p>	<p>To comply with the notice requirement under the Listing Rules.</p>

	<p>shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites designated by the Listing Rules from time to time. A shareholder who intends to attend the meeting shall deliver his written reply concerning his attendance in no less than 20 days before the date of the meeting.</p> <p>.....</p>	<p><u>prior to the date of the meeting to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting.</u> For the overseas listed foreign shares shareholders, the notice of general meeting, circulars and the relevant documents may, in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites designated by the Listing Rules from time to time. A shareholder who intends to attend the meeting shall deliver his written reply concerning his attendance in no less than 20 days before the date of the meeting.</p> <p><u>The business day mentioned in the Articles of Association of the Company shall mean the date on which the Stock Exchange of Hong Kong opens for securities trading.</u></p> <p>.....</p>	
8.	<p>Article 66</p> <p>The Company shall, based on the written replies received from shareholders, calculate the numbers of voting shares represented by the shareholders who intend to attend the meeting 20 days prior to the date of the general meeting of shareholders. In the event that the number of voting shares represented by the shareholders who intend to attend the meeting represents one half or more of the Company's total voting shares, the Company may hold the meeting. If otherwise, then the Company shall, within 5 days, notify</p>	<p><u>(Deleted)</u></p>	<p>As the original Article 66 is proposed to be deleted, the numbering of the subsequent articles will also need to be re-numbered accordingly, which shall include the</p>

	<p>the shareholders again by public notice of the matters to be considered, and the place and the date for the meeting. The Company may not hold the meeting following the publication of such notice.</p>		<p>relevant adjustments to the numbering of other provisions quoted in relevant provisions.</p>
9.	<p>Article 68</p> <p>Notice of general meeting of shareholders shall be served on each shareholder (whether or not entitled to vote at the meeting), by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notices of the general meeting may also be issued by way of public announcements. For holders of overseas listed foreign shares, the notice of general meeting, circulars and the relevant documents may, in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites specified by the Listing Rules from time to time.</p> <p>The public announcement as referred to in the preceding paragraph shall be published in 1 or more national newspapers designated by the securities regulatory authority of the State Council within 45 days to 50 days prior to the date of the meeting. Upon publication of such announcements, the holders of domestic shares shall be deemed to have received the notice for the Shareholders' Meeting.</p>	<p>Article 68<u>67</u></p> <p>Notice of general meeting of shareholders shall be served on each shareholder (whether or not entitled to vote at the meeting), by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notices of the general meeting may also be issued by way of public announcements. For holders of overseas listed foreign shares, the notice of general meeting, circulars and the relevant documents may, in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites specified by the Listing Rules from time to time.</p> <p>The public announcement as referred to in the preceding paragraph shall be published <u>20 clear business days prior to the shareholders' general meeting or 10 clear business days or 15 days (whichever is longer) prior to shareholders' extraordinary meeting</u> in 1 or more national newspapers designated by the securities regulatory authority of the State Council within 45 days to 50 days prior to the date of the meeting. Upon publication of such</p>	<p>Consequential amendments following the revision made to the original Article 64.</p>

		announcements, the holders of domestic shares shall be deemed to have received the notice for the Shareholders' Meeting.	
10.	<p>Article 98</p> <p>A written notice of a class meeting shall be given 45 days prior to the date of the class meeting to notify all the registered shareholders of such class of the matters to be considered, the date and the place of the class meeting. For holders of overseas listed foreign shares; the notice of class meeting, circulars and the relevant documents may, in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites specified by the Listing Rules from time to time. A shareholder who intends to attend the class meeting shall deliver his written reply for the attendance at the meeting 20 days prior to the date of the meeting.</p> <p>In the event that the shareholders who intend to attend such a meeting represent more than half of the total number of voting shares of that class, the Company may hold the class meeting; otherwise, the Company shall within 5 day notify the shareholders of the class, again by public notice, of matters to be considered as well as the date and place for the class meeting. The Company may then hold the class meeting after the publication of such notice.</p>	<p>Article 98<u>97</u></p> <p>A written notice of a class meeting shall be given 45 <u>20 clear business days</u> prior to the date of <u>a shareholders general meeting or 10 clear business days or 15 days (whichever is longer) of a shareholders extraordinary meeting</u> the class meeting to notify all the registered shareholders of such class of the matters to be considered, the date and the place of the class meeting. For holders of overseas listed foreign shares; the notice of class meeting, circulars and the relevant documents may, in accordance with laws, administrative regulations, listing rules of the place where the Company's shares are listed, be published on the website of the Company, the website of the Stock Exchange of Hong Kong and other websites specified by the Listing Rules from time to time. A shareholder who intends to attend the class meeting shall deliver his written reply for the attendance at the meeting 20 days prior to the date of the meeting.</p> <p>In the event that the shareholders who intend to attend such a meeting represent more than half of the total number of voting shares of that class, the Company may hold the class meeting; otherwise, the Company shall within 5 day notify the shareholders of the class, again by public notice, of matters to be considered as well as the date and place for the class meeting. The Company may then hold the class meeting after the publication of such notice.</p>	To comply with the notice requirement under the Listing Rules.

11.	<p>Article 100</p> <p>Except for other class of shareholders, shareholders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes. Shareholders of domestic shares and non-listed foreign shares shall not be deemed to be shareholders of different classes.</p> <p>The special procedures for approval by class shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders at a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas listed foreign shares;</p> <p>(2) where the Company's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority under the State Council;</p> <p>(3) On transfer of the shares held by the domestic shareholders mentioned in Article 17 of the Articles of Association to overseas investors, then such shares will be listed and traded on overseas stock market.</p>	<p>Article 100<u>99</u></p> <p>Except for other class of shareholders, shareholders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes. Shareholders of domestic shares and non-listed foreign shares shall not be deemed to be shareholders of different classes.</p> <p>The special procedures for approval by class shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders at a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas listed foreign shares;</p> <p>(2) where the Company's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority under the State Council;</p> <p>(3) On transfer of the shares all or part of the shares held by the domestic shareholders <u>or non-listed foreign shares mentioned in Article 17 of the Articles of Association</u> to overseas investors , then such shares will be listed and traded on overseas stock market <u>upon approval of the securities regulation authorities of the State Council and such transferred</u></p>	<p>Amendments made according to the circumstances of the Company.</p>
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12.	<p>Article 170</p> <p>The Company shall appoint a receiving agent for the shareholders of the overseas-listed foreign shares. Such receiving agent shall receive dividends of the overseas-listed foreign shares on behalf of such relevant shareholders, as well as all other amounts payable to such shareholders.</p> <p>The receiving agent appointed by the Company shall meet relevant requirements of the laws of the places or the relevant regulations of the stock exchange in which the Company's shares are listed. The receiving agent appointed for shareholders of overseas-listed foreign shares listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p>Article 170169</p> <p>The Company shall appoint a receiving agent for the shareholders of the overseas-listed foreign shares. Such receiving agent shall receive dividends of the overseas-listed foreign shares on behalf of such relevant shareholders, as well as all other amounts payable to such shareholders.</p> <p>The receiving agent appointed by the Company shall meet relevant requirements of the laws of the places or the relevant regulations of the stock exchange in which the Company's shares are listed. The receiving agent appointed for shareholders of overseas-listed foreign shares listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p><u>The Company may exercise the right to forfeit unclaimed dividends, subject to the requirements of the regulations of the jurisdictions in which the shares of the Company are listed, but the right can only be exercised six years or more after the dividend declaration date.</u></p>	<p>To comply with the requirements under the Listing Rules.</p>

The amendments to the Articles of Association are subject to approval by the Shareholders at the 2020 First EGM by way of special resolution and, if required, the approval from the relevant PRC government authorities.

A circular containing, among other things, details of proposed amendments to the Articles of Association will be sent to the Shareholders as soon as practicable.

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

Chongqing, the PRC
20 October 2020

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. Xia Lijun 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*