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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: 08217)

# PROPOSED TRANSFER OF LISTING FROM THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Further to the announcement of the Company dated 5 January 2010, the Board is pleased to announce that the approval for the transfer of listing of the Company's H Shares from GEM to the Main Board has been granted by the CSRC dated 25 September 2012.

On 24 December 2012, the Company has submitted a formal application to the Stock Exchange for the Transfer of Listing of its H Shares from GEM to the Main Board pursuant to the relevant provisions of the GEM Listing Rules and the Listing Rules. The Transfer of Listing will not involve any issue of new H Shares by the Company.

The Company would like to emphasize that: (1) given that the effect of the resolutions with regard to the Transfer of Listing approved by the shareholders of the Company are due to expire on 31 December 2012, further approval to extend the effect of the resolutions with regard to the Transfer of Listing needs to be obtained at the extraordinary general meeting and class meetings. The Transfer of Listing is subject to, among other things, the approval to the special resolution with regard to the Transfer of Listing by the shareholders of the Company at the extraordinary general meeting and class meetings which have been scheduled to take place on 4 February 2013. (2) the Transfer of Listing is also subject to, among other things, the approval of the Stock Exchange.

There is no assurance that such resolutions will be approved by the shareholders of the Company and/or such application will be approved by the Stock Exchange. Shareholders and potential investors should be aware that the Company may or may not proceed with the Transfer of Listing. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

Further announcement(s) will be made by the Company to keep the Shareholders and potential investors informed of the progress of the Transfer of Listing.

Further to the announcement of the Company dated 5 January 2010, the Board is pleased to announce that the approval for the transfer of listing of the Company's H Shares from GEM to the Main Board has been granted by the CSRC dated 25 September 2012 (please refer to the announcement published by the Company on 12 October 2012).

On 24 December 2012, the Company has submitted a formal application to the Stock Exchange for the Transfer of Listing of its H Shares from GEM to the Main Board pursuant to the relevant provisions of the GEM Listing Rules and the Listing Rules. The Transfer of Listing will not involve any issue of new H Shares by the Company.

#### REASONS FOR THE PROPOSED TRANSFER

The trading of the H Shares of the Company on GEM commenced on 23 February 2006. Since the listing of the H Shares, the Group has experienced rapid growth in its business. The Directors believe that the listing of the H Shares on the Main Board (i) may enhance the profile of the Group and increase the trading liquidity of the H Shares; and (ii) will be beneficial to the future growth, future financing exercises and business development of the Group.

Following the Transfer of Listing, no material change in the business activities of the Group is currently being contemplated by the Directors.

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### **GENERAL**

Further announcement(s) will be made by the Company to keep the Shareholders and potential investors informed of the progress of the Transfer of Listing.

#### **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

"Board" the board of Directors

"Company" 重慶長安民生物流股份有限公司 (Changan Minsheng APLL

Logistics Co., Ltd.)

"CSRC" China Securities Regulatory Commission (中國證券監督管理委員

會), a regulatory body responsible for the supervision and

regulation of the PRC national securities markets

"Directors" directors of the Company

"Domestic Share(s)" ordinary Shares with a nominal value of RMB1.00 each in the share

capital of the Company, which are subscribed for and paid up in

Renminbi

"Foreign Share(s)" ordinary Shares with a nominal value of RMB1.00 each in the share

capital of the Company, which are subscribed for and credited as fully paid up in foreign currency by non-PRC nationals and/or non-

PRC incorporated entities

"GEM" the Growth Enterprise Market of The Stock Exchange of Hong

Kong Limited

"GEM Listing Rules" the Rules Governing the Listing of Securities on the GEM

"Group" the Company and its subsidiaries from time to time

"H Share(s)" overseas listed Foreign Shares with a nominal value of RMB 1.00

each in the share capital of the Company, which are subscribed for

and traded in Hong Kong dollars

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Listing Rules" the Rules Governing the Listing of Securities on The Stock

Exchange of Hong Kong Limited

"Main Board" the main board of The Stock Exchange of Hong Kong Limited

"PRC" the People's Republic of China, which for the purposes of this

announcement only (unless otherwise indicated) excludes Hong Kong, the Macau Special Administrative Region of the PRC and

Taiwan

"Shares" the ordinary shares with a nominal value of RMB1.00 each in the

share capital of the Company, comprising the Domestic Shares, the

unlisted Foreign Shares and the H Shares

"Shareholders" holders of Shares

"Transfer of Listing" the proposed transfer of listing from GEM to the Main Board of

The Stock Exchange of Hong Kong Limited of the listing of the

Company's H Share

By Order of the Board

ChanganMinsheng APLL Logistics Co., Ltd.

Executive Director

Zhu Minghui

Chongqing, the PRC, 28 December 2012

As at the date of this announcement, the board of directors of the Company comprises: (1) Mr. Zhang Lungang, Mr. Gao Peizheng, Mr. Lu Xiaozhong, Mr. Zhu Minghui and Mr. William K Villalon as the Executive Directors; (2) Mr. Lu Guoji, Ms. Vanessa Lau Man Yee, Mr. Li Ming, Mr. Wu Xiaohua, Mr. Zhou Zhengli and Mr. Danny Goh Yan Nan as the Non-executive directors; (3) Mr. Peng Qifa, Mr. Chong Teck Sin and Mr. Poon Chiu Kwok as the Independent non-executive directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 this announcement misleading.

This announcement will remain on the pages of "Latest Company Announcements" on the GEM website at http://www.hkgem.com for at least 7 days from the date of its posting.

<sup>\*</sup> For identification purpose only