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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)**

**RESULTS OF 2017 ANNUAL GENERAL MEETING;  
FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2017;  
APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND SHAREHOLDER  
REPRESENTATIVE SUPERVISOR  
AND  
CHANGE IN EMPLOYEE REPRESENTATIVE SUPERVISOR**

**Results of 2017 Annual General Meeting**

The Board announces that all resolutions proposed at the AGM held on 29 June 2018 were duly passed.

**Final Dividend for the Year Ended 31 December 2017**

The final dividend for the year ended 31 December 2017 is RMB0.15 (including tax) per share and on deduction of enterprise income tax, the cheques representing the final dividend in Hong Kong dollars are expected to be despatched to shareholders of H shares (whose name are recorded in the register of members of the Company on 11 July 2018) by ordinary post at their own risk on or around 28 September 2018. The exchange rate for dividend paid in Hong Kong dollars was HKD1 to RMB0.83192.

**Appointment of Non-executive Director and Shareholder Representative Supervisor**

The election of Mr. Man Hin Wai Paul (also known as Paul Man) as a non-executive Director of the Company has been approved by the Shareholders at the AGM, and Mr. Man has been appointed as the non-executive Director of the Company with effect immediately from the conclusion of the AGM until the expiry of the term of the fourth session of the Board.

The election of Mr. Wang Huaicheng as a shareholder representative Supervisor of the Company has been approved by the Shareholders at the AGM, and Mr. Wang has been appointed as the shareholder representative Supervisor of the Company with effect immediately from the conclusion of the AGM until the expiry of the term of the fourth session of the Supervisory Committee. Mr. Wang has also been elected and appointed as the chairman of the Supervisory Committee of the Company at the meeting of the Supervisory Committee held subsequent to the AGM with effect immediately from the conclusion of the meeting of the Supervisory Committee.

## Change in Employee Representative Supervisor

Due to job relocation, Mr. Zhou Zhengli resigned as the employee representative Supervisor of the Company with effect from 29 June 2018. Ms. Deng Li was democratically elected as the employee representative Supervisor of the fourth session of the Supervisory Committee of the Company with effect from 29 June 2018.

## Results of 2017 Annual General Meeting

Reference is made to the Notice of 2017 Annual General Meeting (the “**Notice**”) of Changan Minsheng APLL Logistics Co., Ltd. (the “**Company**”) issued on 14 May 2018. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Notice and the circular of the Company dated 14 May 2018 (the “**Circular**”).

The 2017 annual general meeting (the “**AGM**” or “**2017 Annual General Meeting**”) of the Company was held at the Conference Room, No.1881, Jinkai Road, Yubei District, Chongqing, the PRC, at 10:00 a.m. on 29 June 2018. The board of directors (the “**Board**”) of the Company announces 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 AGM and have the right to vote
		For	Against	
<b>Ordinary Resolutions</b>				
<b>Resolution 1 (ordinary resolution)</b>	To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2017	113,211,000 (96.85%)	3,688,000 (3.15%)	116,899,000
<b>Resolution 2 (ordinary resolution)</b>	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2017	113,211,000 (96.85%)	3,688,000 (3.15%)	116,899,000
<b>Resolution 3 (ordinary resolution)</b>	To consider and approve the audited consolidated accounts and the Report of the Auditors of the Company for the year ended 31 December 2017	113,211,000 (96.85%)	3,688,000 (3.15%)	116,899,000
<b>Resolution 4 (ordinary resolution)</b>	To consider and approve the Financial Report of the Company for the year ended 31 December 2017	113,211,000 (96.85%)	3,688,000 (3.15%)	116,899,000
<b>Resolution 5 (ordinary resolution)</b>	To consider and approve the declaration of a final dividend of RMB0.15 per share of the Company for the year ended 31 December 2017	113,909,000 (97.44%)	2,990,000 (2.56%)	116,899,000
<b>Resolution 6 (ordinary resolution)</b>	To consider and approve the Fixed Assets Investment Plan for 2018 and authorize the board of directors of the Company to adjust such annual plans according to the actual situations	113,211,000 (96.85%)	3,688,000 (3.15%)	116,899,000

<b>Resolution 7 (ordinary resolution)</b>	To consider and approve the re-appointment of Ernst & Young as the 2018 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 re-appointment of Ernst & Young Hua Ming LLP as the 2018 PRC auditor of the Company for a term to expire by the next annual general meeting, and to authorize the board of directors of the Company to determine its remuneration	113,211,000 (96.85%)	3,688,000 (3.15%)	116,899,000
<b>Resolution 8 (ordinary resolution)</b>	To consider and approve the election of Mr. Paul Man as a non-executive director of the Company for a term commencing from the conclusion of the AGM 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. Paul Man 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	113,153,000 (96.80%)	3,746,000 (3.20%)	116,899,000
<b>Resolution 9 (ordinary resolution)</b>	To consider and approve the election of Mr. Wang Huaicheng as a shareholder representative supervisor of the Company for a term commencing from the conclusion of the AGM 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 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	113,143,000 (96.79%)	3,756,000 (3.21%)	116,899,000
<b>Special Resolutions</b>				
<b>Resolution 10 (special resolution)</b>	To consider and approve the grant of general mandate to the board of directors to issue domestic Shares and/or H Shares and/or non-H foreign Shares of the Company	107,122,000 (91.64%)	9,777,000 (8.36%)	116,899,000
<b>Resolution 11 (special resolution)</b>	To consider and approve the amendment to the Articles of Association	113,211,000 (96.85%)	3,688,000 (3.15%)	116,899,000

As at the record date of the AGM, 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 AGM. None of the holders of the Shares of the Company were required to abstain from voting on the above-mentioned resolutions at the AGM under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). 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 AGM.

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

Among the above resolutions, resolutions no. 10 and 11 proposed at the AGM were special resolutions, which have been approved by more than two-third of the votes from the shareholders (including proxies) attending the AGM; the other resolutions were ordinary resolutions, which have been approved by more than half of the votes from the shareholders (including proxies) attending the AGM.

### **Final Dividend for the Year Ended 31 December 2017**

In order to determine the Shareholders of H shares who will be entitled to receive the final dividend for the year ended 31 December 2017, the Company will suspend registration of transfer of Shares from 6 July 2018 to 11 July 2018, both days inclusive.

In order to qualify to receive the final dividend for the year ended 31 December 2017, 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, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 5 July 2018. Holders of H shares whose names are recorded in the register of members of the Company on 11 July 2018 are entitled to receive the final dividend for the year ended 31 December 2017.

The final dividend for the year ended 31 December 2017 is RMB0.15 (including tax) per share and on deduction of enterprise income tax, the cheques representing the final dividend in Hong Kong dollars are expected to be despatched to shareholders of H shares (whose names are recorded in the register of members of the Company on 11 July 2017) by ordinary post at their own risk on or around 28 September 2018. The exchange rate for dividend paid in Hong Kong dollars was HKD1 to RMB0.83192.

In accordance with the Enterprise Income Tax Law of the People's Republic of China and its implementation regulations which came into effect on 1 January 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise shareholders whose names appear on the register of members for H shares of the Company when distributing final dividends to them. Any H shares registered not under the name of an individual shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as shares held by non-resident enterprise shareholders. Therefore, on this basis, enterprise income tax shall be withheld from dividends payable to such shareholders. If holders of H shares intend to change its shareholder status, please enquire about the relevant procedures with your agents or trustees. The Company will strictly comply with the laws or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant shareholders based on the register of members for H shares of the Company. Pursuant to the requirements of "Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi No. [1994] 020) 《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994] 020 號), individual foreigners exempt from individual income tax on dividend and bonus from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, thus the individual shareholders which hold the H shares of the Company and whose names appear in the H-share registrar are not required to pay the individual income tax of PRC.

## **Appointment of Non-executive Director and Shareholder Representative Supervisor**

The Board also announces that the election of Mr. Man Hin Wai Paul (also known as Paul Man) (“Mr. Man”) as the non-executive Director of the Company has been approved by the Shareholders at the AGM, and Mr. Man has been appointed as the non-executive Director of the Company with effect immediately from the conclusion of the AGM until the expiry of the term of the fourth session of the Board.

The biographical details of Mr. Man are as follows:

**Mr. Man**, aged 58, holds a Bachelor’s degree in Computer Science from the University of Western Ontario, Canada and a Diploma of Management Studies from Henley Management College in the United Kingdom. He is currently the Regional Vice President, North Asia of APLL, responsible for the APLL’s business in mainland China, Hong Kong, Macau, Taiwan, Japan and Korea. Prior to his current appointment, Mr. Man had been in various management roles for APLL across China, including Senior Director of International Logistics Services, and General Manager of APLL in Central & North China. Mr. Man was named by China Federation of Logistics and Purchasing as the supply chain arena’s “Top Ten Elite of the Year in China’s Logistics”. Mr. Man is highly recognized in the industry for having both local expertise and international operation professionalism.

Save as disclosed above, Mr. Man has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Man does not hold any other positions within the Company or other members of the Group and does not have any relationships with any directors, senior management, substantial or controlling Shareholders of the Company, nor had he any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Man is not 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.

The Board also announces that the election of Mr. Wang Huaicheng (“Mr. Wang”) as the shareholder representative Supervisor of the Company has been approved by the Shareholders at the AGM, and Mr. Wang has been appointed as the shareholder representative Supervisor of the Company with effect immediately from the conclusion of the AGM until the expiry of the term of the fourth session of the Supervisory Committee. Mr. Wang has also been elected and appointed as the chairman of the Supervisory Committee of the Company at the meeting of the Supervisory Committee held subsequent to the AGM with effect immediately from the conclusion of the meeting of the Supervisory Committee.

The biographical details of Mr. Wang are as follows:

**Mr. Wang**, aged 52, a senior engineer. Mr. Wang holds a Master’s degree in industrial engineering of Chongqing University. From August 1989 to January 2000, Mr. Wang worked in Pingshan Machinery Factory, a state-owned enterprise. From January 2000 to December 2000, Mr. Wang served as a Deputy Head of the one of the factories of Chongqing Dajiang Automobile General Factory. From January 2000 to August 2014, Mr. Wang served as the Deputy General Manager, General Manager and Director of Chongqing Dajiang Industry Co., Ltd., and the Deputy General Manager, General Manager and Director of Chongqing Dajiang Xinda Automobile Co., Ltd. From August 2014 to October 2014, Mr. Wang served as the Chairman of the supervisory committee of Chongqing Changfeng Machinery Limited Liability Company. From October 2014 to March 2016, Mr. Wang served as Chairman of the supervisory committee of Hubei Huazhong Precision Instrument Factory. From April 2016 to October 2017, Mr. Wang served as Chairman of the supervisory committee of CDGM Glass Co., Ltd., Supervisor of Chengdu Huachuan Electric

Equipment Co., Ltd. and Supervisor of Yunnan Xiyi Industrial Co., Ltd. Mr. Wang is currently the Chairman of the supervisory committee of Wanyou Automobile Investment Co., Ltd. and the Supervisor of Southwest Ordnance Industry Cooperation.

Save as disclosed above, Mr. Wang has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Mr. Wang does not hold any other positions within the Company or other members of the Group and does not have any relationships with any directors, senior management, substantial or controlling Shareholders of the Company, nor had he any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Wang is not 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.

### **Change in Employee Representative Supervisor**

The Board also announces that due to job relocation, Mr. Zhou Zhengli resigned as the employee representative Supervisor of the Company with effect from 29 June 2018. Mr. Zhou Zhengli has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that needs to be brought to the attention of the holders of the securities of the Company. The Board would like to take this opportunity to express its gratitude to Mr. Zhou Zhengli for his contribution to the Group during his tenure of service.

On 29 June 2018, the Company received a notice of election of employee representative Supervisor from the Labor Union of the Company. Ms. Deng Li was democratically elected as the employee representative Supervisor of the fourth session of the Supervisory Committee of the Company with effect from 29 June 2018. Ms. Deng's term of service will commence from 29 June 2018 until the expiry of the term of the fourth session of the Supervisory Committee of the Company. According to the Articles of Association of the Company, the election and appointment of the employee representative supervisor is not subject to the approval of the shareholders at general meeting.

The biographical details of Ms. Deng Li are as follows:

**Ms. Deng Li** ages 48, accountant. Ms. Deng graduated from Chongqing University with a master's degree. Ms. Deng worked in former Changan Automobile (Group) Company Liability Limited and was responsible for finance services including financial accounting, financial analysis and tax management. In July 2001, Ms. Deng joined the Company and worked as a manager and deputy director of Finance Department. Ms. Deng is now the deputy director of the Audit and Risk Control Department of the Company, in charge of auditing and internal control, risk management and legal affairs. Ms. Deng has extensive experience in areas of finance management, tax management, auditing and legal affairs.

Save as disclosed above, Ms. Deng has not held any directorship in any other listed public companies in the last three years. Save as disclosed above, Ms. Deng does not hold any other positions within the Company or other members of the Group and does not have any relationships with any directors, senior management, substantial or controlling Shareholders of the Company, nor had she any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Ms. Deng is not 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.

### **Amendments to the Articles of Association**

Upon the consideration and approval of the Shareholders at AGM, the amendments to the Articles of Association are still subject to the approval from the relevant PRC government authorities.

### **Establishment of the Strategy and Investment Committee**

On the same day, as approved by the Board, the Company established a Strategy and Investment Committee under the Board. The primary responsibility of the Strategy and Investment Committee is to strengthen the strategic development study and facilitate scientific investment decision making of the Company.

Please refer to the website of the Company and the Stock Exchange of Hong Kong Limited for details of the terms of reference of the Strategy and Investment Committee.

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

Chongqing, the PRC  
29 June 2018

*As at the date of this announcement, the board of directors of the Company comprises: (1) Mr. Xie Shikang, Mr. Lu Xiaozhong, Mr. William K Villalon and Mr. Shi Jinggang as the executive directors; (2) Mr. Tan Hongbin, 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 the independent non-executive directors.*

*\* For identification purpose only*