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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2021 ANNUAL GENERAL MEETING**

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A letter from the Board of Changan Minsheng APLL Logistics Co., Ltd. dated 31 May 2022 is set out on pages 2 to 4 of this circular.

The notice for convening the AGM to be held at 10:00 a.m. on 30 June 2022 at the Conference Room, No.1881, Jinkai Road, Yubei District, Chongqing, the PRC is set out on pages 5 to 8 of this circular.

Whether or not you intend to attend the AGM you are requested to complete the enclosed 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 17M 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 10:00 a.m. on 29 June 2022) or any adjournment thereof. Completion and delivery of the 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*

31 May 2022

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## DEFINITIONS

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

“2021 AGM” or “AGM”	the 2021 annual general meeting to be held by the Company at 10:00 a.m. on 30 June 2022 at the Conference Room, No.1881, Jinkai Road, Yubei District, Chongqing, the PRC to consider and approve, among other things, the proposal regarding the proposed amendments to the Articles of Association
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Company”	Changan Minsheng APLL Logistics Co., Ltd.* (重慶長安民生物流股份有限公司)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes the Special Administrative Regions of Hong Kong and Macau, and Taiwan
“SFO”	the Securities and Futures Ordinance, Cap.571 of the laws of Hong Kong
“Shareholder(s)”	shareholder(s) of the Company
“shares”	ordinary shares of the Company, with a par value of RMB1.00 each

\* For identification purpose only



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  
Wan Nianyong

***Registered Office:***

No. 1881  
Jinkai Road  
Yubei District  
Chongqing  
The PRC

***Non-executive directors:***

Che Dexi  
Man Hin Wai Paul  
Xia Lijun

***Principal place of business***

*in Hong Kong:*  
16/F., 144-151  
Singa Commercial Centre  
Connaught Road West  
Hong Kong

***Independent non-executive directors:***

Chong Teck Sin  
Poon Chiu Kwok  
Jie Jing  
Zhang Yun

\* *For identification purpose only*

31 May 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2021 ANNUAL GENERAL MEETING**

**A. INTRODUCTION**

Reference is made to the announcement of the Company dated 30 March 2022 in relation to the proposed amendments to the Articles of Association.

The purpose of the circular is to set out the details regarding the proposed amendments to the Articles of Association in order to allow you to make an informed decision at the AGM on voting in respect of special resolution regarding the proposed amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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### B. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As mentioned in the announcement of the Company dated 30 March 2022, the Board proposes to amend paragraph 2 of Article 13 of the Articles of Association. The purpose of amending the Articles of Association is to reflect the changes in the scope of business operation of the Company.

The proposed amendments to paragraph 2 of Article 13 of the Articles of Association are set out below:

The original paragraph 2 of Article 13 is:

“The Company’s scope of business covers: general freight transport; road transport of dangerous goods; road transport of large-sized objects; container road transport; refrigerated truck road transport; multimodal transport; city distribution; cargo transport agent; international freight forwarding service; non-vessel carrier business; import and export of goods and technology; storage service (excluding hazardous chemicals and hazardous waste), distribution, packing, sub-packaging; station operation. It also engages in packing, assembling and selling auto raw materials and parts as well as manufacturing, selling, leasing and maintaining packaging for auto parts; maintenance of automobiles and parts and components (operational with relevant administrative license or approval); auto sales; Internet-based cars and accessories retail; car charging service; automobile leasing; machinery equipment leasing; used automobiles brokerage; services relating to Internet of Things technology, computer software and hardware development and services; logistics planning, management and consulting service; property management; house leasing services; recycling of renewable resources (excluding articles subject to approval from relevant authorities such as solid waste, dangerous waste and scrapped vehicles); agency bookkeeping, tax services; business training.”

which is proposed to be amended as follows:

“The Company’s scope of business covers: general freight transport; road transport of dangerous goods; road transport of large-sized objects; container road transport; refrigerated truck road transport; multimodal transport; city distribution; cargo transport agent; international freight forwarding service; non-vessel carrier business; import and export of goods and technology; storage service (excluding hazardous chemicals and hazardous waste), distribution, packing, sub-packaging; station operation. It also engages in packing, assembling and selling auto raw materials and parts as well as manufacturing, selling, leasing and maintaining packaging for auto parts; maintenance of automobiles and parts and components (operational with relevant administrative license or approval); auto sales; Internet-based cars and accessories retail; car charging service; automobile leasing; machinery equipment leasing; used automobiles brokerage; services relating to Internet of Things technology, computer software and hardware development and services; logistics planning, management and consulting service; property management; house leasing services; recycling of renewable resources (excluding articles subject to approval from relevant authorities such as solid waste, dangerous waste and scrapped vehicles) agency bookkeeping, tax services; business training; wholesale of refined oil (excluding hazardous chemicals); retail of refined oil (excluding hazardous chemicals); the recycling and echelon utilization of retired power batteries of new energy vehicles (excluding hazardous waste management).”

The amendments to the Articles of Association are subject to the consideration and approval at the 2021 AGM. No shareholders are required to abstain from voting on the resolution regarding the amendments to Articles of Association.

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## LETTER FROM THE BOARD

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The Company has received a written confirmation from its Hong Kong legal adviser, confirming that the proposed amendments to the Articles of Association comply with the applicable provisions under the Listing Rules. The Company has also received a written confirmation from its PRC legal adviser, confirming that the proposed amendments to the Articles of Association comply with the applicable laws and regulations in the PRC.

### C. 2021 AGM

The Company will convene the 2021 AGM at 10:00 a.m. on 30 June 2022 at the Conference Room, No. 1881, Jinkai Road, Yubei District, Chongqing, the PRC, to consider and approve, inter alia, the proposal regarding the proposed amendments to the Articles of Association. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon 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 2022) to the Company's H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Completion and return of the proxy form shall not preclude you from attending and voting in person at the 2021 AGM nor at any adjourned meetings should you wish.

All votes of resolution(s) at the 2021 AGM will be taken by poll pursuant to the Listing Rules.

### D. RECOMMENDATIONS

The Directors consider that the proposed amendments to the Articles of Association by way of special resolution are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favor of the special resolution regarding the proposed amendments to the Articles of Association to be proposed at the 2021 AGM.

### E. 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*

\* *For identification purpose only*



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 2021 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2021 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 (the “**PRC**”), at 10:00 a.m. on 30 June 2022, 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 2021;
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2021;
3. To consider and approve the audited consolidated accounts and the Report of the Auditors of the Company for the year ended 31 December 2021;
4. To consider and approve the Financial Report of the Company for the year ended 31 December 2021;
5. To consider and approve the declaration of a final dividend of RMB0.05 per share of the Company for the year ended 31 December 2021 (*Note 1*);
6. To consider and approve the Fixed Assets Investment Plan for 2022 and authorize the Board of Directors of the Company to adjust such annual plan according to the actual situations; and
7. To consider and approve the re-appointment of PKF Hong Kong Limited as the 2022 international auditor and WUYIGE Certified Public Accountants LLP as the 2022 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 the remuneration of external auditors.

**SPECIAL RESOLUTION**

8. To consider and approve the amendments to the Articles of Association (*Note 2*).

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

Chongqing, the PRC  
31 May 2022

**Notes:**

- (1) Based on the total number of shares in issue on the record date for implementation of the profit appropriation, the Board recommended the payment of a final dividend of RMB0.05 (including tax) (2020: RMB0 (including tax)) per share for the year ended 31 December 2021.

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 individual shareholders who 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.

- (2) For the details of the amendments to the Articles of Association, please refer to the circular of the Company dated 31 May 2022.
- (3) Closure of register of members for the AGM



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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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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 Monday, 27 June 2022 to Thursday, 30 June 2022, 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 24 June 2022. Holders of H shares whose names are recorded in the register of members of the Company on Thursday, 30 June 2022 are entitled to attend and vote at the AGM.

(4) Closure of register of members for payment of the final dividend for 2021

In order to determine the shareholders of H shares who will be entitled to receive the final dividend for the year ended 31 December 2021, the Company will suspend registration of transfer of shares from 7 July 2022 to 13 July 2022, both days inclusive.

In order to qualify to receive the final dividend for the year ended 31 December 2021 (subject to approval of the relevant resolution at the AGM), 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 6 July 2022. Holders of H shares whose names are recorded in the register of members of the Company on 13 July 2022 are entitled to receive the final dividend for the year ended 31 December 2021.

(5) 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 2022).

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

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

(7) Shareholders attending the AGM will be responsible for their own traveling and accommodation expenses.

(8) Time and dates in this notice are Hong Kong time and dates.

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**NOTICE OF 2021 ANNUAL GENERAL MEETING**

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*As at the date of this notice, the board of directors of the Company comprises: (1) Mr. Xie Shikang, Mr. Chen Wenbo and Mr. Wan Nianyong as the executive directors; (2) Mr. Che Dexi, 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 the independent non-executive directors.*

*\* For identification purpose only*