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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)

NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2020 first extraordinary general meeting (“EGM”) 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, at 10:00 a.m. on 30 December 2020, to consider and approve (if thought fit) the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the framework agreement entered into between the Company and Chongqing Changan Automobile Co., Ltd. (“Changan Automobile”) on 4 November 2020 and the conduct of non-exempt continuing connected transactions regarding the provision of logistics services (including but not limited to the following logistics services: finished vehicle transportation, tire assembly, and supply chain management for car raw materials, components and parts) by the Company and its subsidiaries to Changan Automobile and its associates for three years ending 31 December 2023, and the proposed cap of RMB4,100,000,000 for the year ending 31 December 2021 in relation thereto (note 7);
2. To consider and approve the framework agreement entered into between the Company and China Changan Automobile Group Company Limited (“China Changan”) on 4 November 2020 and the conduct of the non-exempt continuing connected transactions regarding the provision of logistics services (including but not limited to the following logistics services: finished vehicle transportation, tire assembly, supply chain management for car raw materials, components and parts; and logistics services for non-automobile products, such as transformer, steel, optical product and specialty product) by the Company and its subsidiaries to China Changan and its associates for three years ending 31 December 2023, and the proposed cap of RMB120,000,000 for the year ending 31 December 2021 in relation thereto (note 7);

3. To consider and approve the framework agreement entered into between the Company and Minsheng Industrial (Group) Co., Ltd. (“Minsheng Industrial”) on 4 November 2020 and the conduct of the non-exempt continuing connected transactions regarding the purchase of logistics services from Minsheng Industrial and its associates by the Company and its subsidiaries for three years ending 31 December 2023, and the proposed cap of RMB250,000,000 for the year ending 31 December 2021 in relation thereto (note 7);
4. To consider and approve the framework agreement entered into between the Company and Binqi Zhuangbei Group Financial Liability Company (“Zhuangbei Finance”) on 4 November 2020 and the conduct of the non-exempt continuing connected transactions and major transaction regarding the provision of settlement, deposits and loans, and note discounting services by Zhuangbei Finance to the Company and its subsidiaries for three years ending 31 December 2023, and the proposed maximum daily balance on the deposits (i.e. RMB190,000,000) for the year ending 31 December 2021 under the framework agreement (note 7); and
5. To consider and approve (1) the Finance Lease Cooperation Agreement, (2) the Finance Lease Contract in relation to the automatic tyre and rim assembly production line, the tyre assembly sorting and dispatching production line, and the tyre and rim feeding and sorting production line that Binqi Zhuangbei Group Finance Lease Limited Liability Company (中國兵器裝備集團融資租賃有限責任公司)(“Industries Financing”) intends to purchase from Shanghai Hofmann Machinery Equipment Co., Ltd. (上海霍夫邁機械設備有限公司), and (3) the Finance Lease Contract in relation to the automated storage and retrieval system that Industries Financing intends to purchase from Wuxi Lead Intelligent Equipment Co., Ltd. (無錫先導智能裝備股份有限公司), all entered into by Shenyang Changyou Supply Chain Co., Ltd. (沈陽長友供應鏈有限公司) and Industries Financing on 20 October 2020 (note 8).

SPECIAL RESOLUTION

6. To consider and approve the amendments to the Articles of Association of the Company (note 9).

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

Chongqing, the PRC
13 November 2020

Notes:

- (1) In order to determine the shareholders of H shares who will be entitled to attend the EGM, the Company will suspend registration of transfer of shares from 1 December 2020 to 30 December 2020, both days inclusive. In order to qualify to attend the EGM 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 30 November 2020. Holders of H shares whose names are recorded in the register of members of the Company on 30 December 2020 are entitled to attend and vote at the EGM.
- (2) Shareholders who intend to attend the EGM will have to return the completed reply slip to the Company's H share registrar Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares) or the office of the board of directors of the Company at No.1881, Jinkai Road, Yubei District, Chongqing, the PRC (postal code: 401122) (in respect of domestic Shares, including non-H foreign Shares, same hereinafter) on or before 10 December 2020. The reply slip may be delivered by post, telegram or facsimile (Fax No. for H shareholders is (852) 2865 0990 or Fax No. for domestic shareholders is (8623) 8918 2265).
- (3) A shareholder who has the right to attend and vote at the EGM is entitled to appoint a proxy or proxies (whether or not a member) in writing 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 H share registrar 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, including non-H foreign Shares) 24 hours before the commencement of the EGM (i.e. before 10:00 a.m. on 29 December 2020).

- (4) Shareholders and their proxies should show their documents of identity when attending the EGM.
- (5) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the EGM.
- (6) Shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.
- (7) For details, please refer to the announcement of the Company dated 4 November 2020 and the circular of the Company which is expected to be despatched to shareholders on or before 14 December 2020.

- (8) For details, please refer to the announcement of the Company dated 20 October 2020 and the circular of the Company which is expected to be despatched to shareholders on or before 14 December 2020.
- (9) For details, please refer to the announcement of the Company dated 20 October 2020 and the circular of the Company which is expected to be despatched to shareholders on or before 14 December 2020.
- (10) Time and dates in this notice are Hong Kong time and dates.

As at the date of this 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. 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*