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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: 8217)

## RESULTS OF EXTRAORDINARY GENERAL MEETING

#### **HELD ON 30 DECEMBER 2008**

Reference is made to the notice of extraordinary general meeting ("EGM Notice") of Changan Minsheng APLL Logistics Co., Ltd. (the "Company") issued on 13 November 2008. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the EGM Notice.

The extraordinary general meeting ("EGM") of the Company was held at Conference Room, No.561, Hongjin Road, Yubei District, Chongqing, the PRC, at 10:00 a.m. on 30 December 2008. The board ("Board") of directors ("Directors") of the Company is pleased to announce that all the resolutions set out in the EGM Notice were duly passed.

The voting of all the resolutions set out in the EGM Notice were taken by poll. The poll results are as follows:

RESOLUTIONS		No. of votes (%)		Total no. of shares held
				by the shareholders who
		For	Against	attend the EGM and
				have the right to vote
Resolution	To approve the conduct of the Non-Exempt	90, 641, 900	0	90, 641, 900
No.1	Continuing Connected Transactions regarding the	(100%)	(0%)	
(ordinary	provision of supply chain management services for			
resolution)	car raw materials, components and parts and other			
	logistics services, such as other product packaging			
	and transportation services, etc. by the Company and			
	its subsidiaries to Changan Co. and its associates,			
	and the proposed cap in relation thereto (1)			

		00 041 000	0	00 641 000
Resolution	To approve the conduct of the Non-Exempt	90, 641, 900	-	90, 641, 900
No.2	Continuing Connected Transactions regarding the	(100%)	(0%)	
(ordinary	provision of finished vehicle transportation services			
resolution)	by the Company and its subsidiaries to Changan			
	Automobile and its associates, and the proposed cap			
<u> </u>	in relation thereto (1)		_	
Resolution	To approve the conduct of the Non-Exempt	90, 641, 900	0	90, 641, 900
No.3	Continuing Connected Transactions regarding the	(100%)	(0%)	
(ordinary	provision of supply chain management services for			
resolution)	car raw materials, components and parts by the			
	Company and its subsidiaries to Changan			
	Automobile and its associates, and the proposed cap			
	in relation thereto (1)			
Resolution	To approve the conduct of the Non-Exempt	96, 848, 300	0	96, 848, 300
No.4	Continuing Connected Transactions regarding the	(100%)	(0%)	
(ordinary	provision of transportation services of finished			
resolution)	vehicles and car raw materials, components and parts			
	to the Company and its subsidiaries by Minsheng			
	Industrial and its associates, and the proposed cap in			
	relation thereto (2)			
Resolution	To approve the conduct of the Non-Exempt	96, 848, 300	0	96, 848, 300
No.5	Continuing Connected Transactions regarding the	(100%)	(0%)	
(ordinary	provision of transportation services of finished			
resolution)	vehicle and car raw materials, components and parts			
	to the Company and its subsidiaries by APLL and its			
	associates, and the proposed cap in relation thereto (3)			
Resolution	To approve the conduct of the Non-Exempt	130, 467, 500	0	130, 467, 500
No.6	Continuing Connected Transactions regarding the	(100%)	(0%)	
(ordinary	provision of transportation services of finished			
resolution)	vehicles and car raw materials, components and parts			
	to the Company and its subsidiaries by Beijing			
	Changjiu and its associates, and the proposed cap in			
	relation thereto			
Resolution	To approve the conduct of the Non-Exempt	90, 641, 900	0	90, 641, 900
No.7	Continuing Connected Transactions regarding the	(100%)	(0%)	
(ordinary	provision of engineering construction services to the			
resolution)	Company and its subsidiaries by Changan			
	Construction and its associates, and the proposed cap			
	in relation thereto (1)			

- Note 1 As connected persons, Changan Automobile Company (Group) Limited, Chongqing Changan Industrial Company Limited and their respective associates (which as at the record date in aggregate held 39,825,600 shares, representing 24.57% of the total issued shares of the Company) have abstained from voting in this resolution.
- Note 2 As connected persons, Minsheng Industrial (Group) Co., Ltd., Ming Sung Industrial Co., (HK) Ltd. and their respective associates (which as at the record date in aggregate held 33,619,200 shares, representing 20.74% of the total issued shares of the Company) have abstained from voting in this resolution.
- Note 3 As connected persons, APL Logistics Co., Ltd. and its associates (which as at the record date in aggregate held 33,619,200 shares, representing 20.74% of the total issued shares of the Company) have abstained from voting in this resolution.

As at the record date of the EGM (i.e. 29 December 2008), the issued share capital of the Company comprised 162,064,000 shares. The respective total numbers of shares entitling the holders to vote for or against Proposal 1, Proposal 2, Proposal 3, Proposal 4 Proposal 5, Proposal 6 and Proposal 7 is 90,641,900, 90,641,900, 90,641,900, 96,848,300, 96,848,300, 130,467,500 and 90,641,900, respectively (None of the shareholders should abstain from voting on resolution No. 6). There was no share entitling the shareholder to attend and vote only against the resolutions at the EGM. The Company's share registrar, Computershare Hong Kong Investor Services Limited, and Zhonghao Law Firm were appointed as the scrutineers for the vote-taking at the EGM.

By order of the Board

Changan Minsheng APLL Logistics Co. Ltd.

President

Yin Jiaxu

Chongqing, the PRC, 30 December 2008

As at the date of this announcement, the directors of the Company are:

#### **Executive directors:**

Yin Jiaxu Zhang Baolin Lu Xiaozhong Shi Chaochun James H McAdam

#### **Non-executive directors:**

Lu Guoji Huang Zhangyun Daniel C. Ryan Li Ming Wu Xiaohua Lau Man Yee, Vanessa

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

Wang Xu Peng Qifa Chong Teck Sin

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: - (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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

\* For identification purposes only