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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)

- (1) Results of 2011 2<sup>nd</sup> Extraordinary General Meeting Held on 30 September 2011;
- (2) Re-election and Appointment of Directors of the Third Session of Board of Directors and Supervisors of the Third Session of Supervisory Committee of the Company;
- (3) Appointment of Chairman and Vice Chairman of the Third Session of Board of Directors;
  (4)Appointment of Chairman and Members of the Remuneration Committee, the Audit
  Committee and the Nomination Committee of the Third Session of Board of Directors;
  - (5) Re-appointment of General Manager of the Company;
- (6) Appointment of Compliance Officer and Authorized Representatives of the Company; and
- (7) Appointment of Chairman of the Third Session of Supervisory Committee of the Company

All the resolutions set out in the EGM Notice of the Company issued on 15 August 2011 were duly passed.

Members of the third session of the Board of Directors and the Supervisory Committee (excluding employee representative supervisors who were elected by the Company's employees democratically) of the Company were elected at the EGM.

With effect from 30 September 2011, Mr. Zhang Lungang was appointed as the Chairman of the third session of the Board of Directors of the Company, Mr. Lu Guoji was appointed as the Vice Chairman of the third session of the Board of Directors of the Company.

With effect from 30 September 2011, the Chairman and members of the remuneration committee, the audit committee and the nomination committee of the third session of the Board of Directors were appointed respectively.

The third session of the Board of Directors re-appointed Mr. Zhu Minghui to continuously serve as the General Manager of the Company.

With effect from 30 September 2011, Mr. Zhu Minghui was appointed as the Compliance Officer of the Company, Mr. Zhang Lungang and Mr. Zhu Minghui were appointed as the Authorized Representatives of the Company.

With effect from 30 September 2011, Ms. Zhu Ying was appointed as the Chairman of the third session of the Supervisory Committee of the Company.

# Results of 2011 2nd Extraordinary General Meeting Held on 30 September 2011

Reference is made to the notice of 2011 2<sup>nd</sup> extraordinary general meeting ("EGM Notice") of Changan Minsheng APLL Logistics Co., Ltd. (the "Company") issued on 15 August 2011. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the EGM Notice.

The 2011 2<sup>nd</sup> 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 September 2011. The Board of Directors (the "Board of Directors") is pleased to announce that the resolutions set out in the EGM Notice were duly passed.

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

Resolutions		No. of votes(%)		Total number of shares held by the shareholders who
		For	Against	attend the EGM and have the right to vote
1.	To approve the appointment of the members of the third session of the Board of the Company.			
Resolution 1.1 (ordinary resolution)	To approve the appointment of Mr. Zhang Lungang as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Zhang Lungang 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 1.2 (ordinary resolution)	To approve the appointment of Mr. Gao Peizheng as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Gao Peizheng 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 1.3 (ordinary resolution)	To approve the appointment of Mr. Lu Xiaozhong as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Lu Xiaozhong 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 1.4 (ordinary resolution)	To approve the appointment of Mr. Zhu Minghui as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Zhu Minghui 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 1.5 (ordinary resolution)	To approve the appointment of Mr. William K Villalon as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. William K Villalon 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.	115,282,088 (100%)	0(0%)	115,282,088

Resolution 1.6 (ordinary resolution)	To approve the appointment of Mr. Lu Guoji as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Lu Guoji 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.	109,609,088 (100%)	0(0%)	109,609,088
Resolution 1.7 (ordinary resolution)	To approve the appointment of Ms. Lau Man Yee, Venessa as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Ms. Lau Man Yee, Venessa 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.	109,609,088	0(0%)	109,609,088
Resolution 1.8 (ordinary resolution)	To approve the appointment of Mr. Li Ming as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Li Ming 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 1.9 (ordinary resolution)	To approve the appointment of Mr. Wu Xiaohua as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Wu Xiaohua 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 1.10 (ordinary resolution)	To approve the appointment of Mr. Zhou Zhengli as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Zhou Zhengli 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 1.11 (ordinary resolution)	To approve the appointment of Mr. Danny Goh Yan Nan as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Danny Goh Yan Nan 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 1.12 (ordinary resolution)	To approve the appointment of Mr. Peng Qifa as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the independent non-executive director service or employment contracts with Mr. Peng Qifa 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 1.13 (ordinary resolution)	To approve the appointment of Mr. Chong Teck Sin as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the independent non-executive director service or employment contracts with Mr. Chong Teck Sin 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.	115,282,088 (100%)	0(0%)	115,282,088

Resolution 1.14 (ordinary resolution)	To approve the appointment of Mr. Poon Chiu Kwok as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the independent non-executive director service or employment contracts with Mr. Poon Chiu Kwok 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.  To approve the appointment of the shareholder representative	115,282,088 (100%)	0(0%)	115,282,088
	supervisors of the third session of the Supervisory Committee of the Company.			
Resolution 2.1 (ordinary resolution)	To approve the appointment of Ms. Zhu Ying as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee and to authorize the board of directors of the Company to fix the remuneration and to enter into the supervisor service or employment contracts with Ms. Zhu Ying 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 2.2 (ordinary resolution)	To approve the appointment of Ms. Zhang Tianming as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee and to authorize the board of directors of the Company to fix the remuneration and to enter into the supervisor service or employment contracts with Ms. Zhang Tianming 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 2.3 (ordinary resolution)	To approve the appointment of Mr. Wu Jun as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee and to authorize the board of directors of the Company to fix the remuneration and to enter into the supervisor service or employment contracts with Mr. Wu Jun 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.	115,282,088 (100%)	0(0%)	115,282,088
Resolution 3 (ordinary resolution)	To authorize the board of directors of the Company to fix the remuneration and to enter into supervisor service or employment contracts with the two employees representative supervisors (for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee) 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.	115,282,088 (100%)	0(0%)	115,282,088

As at the record date of the EGM, 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 EGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the EGM. None of the holders of the shares of the Company is required abstain from voting on the above mentioned resolutions at the EGM under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The Company's share registrar, Computershare Hong Kong Investor Services Limited, and Zhonghao Law Group (Chongqing) Firm were appointed as the scrutineers for the vote-taking at the EGM.

# Re-election and Appointment of Directors of the Third Session of Board of Directors and Supervisors of the Third Session of Supervisory Committee of the Company

Members of the third session of the Board of Directors and the Supervisory Committee (excluding employee representative supervisors who were elected by the Company's employees democratically) of the Company were elected at the EGM.

With effect from 30 September 2011, Ms. Wang Xu, Ms. Tang Dongmei, Mr. Tang Yizhong, Mr. Ye Guangrong and Ms. Chen Haihong will no longer be the director(s) or supervisor(s) of the Company.

Each of Ms. Wang Xu, Ms. Tang Dongmei, Mr. Tang Yizhong, Mr. Ye Guangrong and Ms. Chen Haihong confirmed to the Company that they had no disagreement with the Board of Directors or, as the case may be, the Supervisory Committee and that there is no matter relating to the end of their tenure of office needs to be brought to the attention of the shareholders of the Company. The Board would like to take this opportunity to express its gratitude to them for their contributions to the Company during their terms of service.

The biographical details of members of the third session of the Board of Directors and members of the Supervisory Committee and the biographical details of the employee representative supervisors of the third session of the Supervisory Committee are set out below:

#### **Executive Directors**

# Mr. Zhang Lungang

Mr. Zhang Lungang (張倫剛), aged 44, is now the chairman and an executive director and the chairman of remuneration committee of the third session of the Board of the Company. He is the Authorized Representative of the Company. He was born in 1967, holding a bachelor's degree. Mr. Zhang joined the Company on 19 June 2009. Mr. Zhang has participated in many financial training organizations including Hong Kong international financial training course, Germany senior financial experts training course, Japanese Altos financial training course and Canadian senior financial experts training course for professional financial knowledge. And he also participated in the state-owned large and medium sized enterprises' general accountants' professional training held by the State-owned Assets Supervision and Administration Commission of the State Council. Mr. Zhang worked as the director of the finance division and assets management division of Southwest Military Bureau, the deputy general manger and general accountant of Chongqing Dajiang Industrial Group and the financial manger of Chongqing Wanyou Conifer Hotel with working experiences in joint venture companies. Mr. Zhang is proficient in financial management, financial budget and final accounts and assets and capital verification and so on. Mr. Zhang is now the secretary of the CPC committee, general accountant of Chongqing Changan Industry (Group) Co.. Ltd. ("Changan Industry Co.").

Mr. Zhang has been the non-executive director of the Company since 19 June 2009 and has been re-designated from a non-executive director to an executive director of the Company since 30 June 2011.

Save as disclosed above, Mr. Zhang does not hold the position as director in any listed companies in the past three years and Mr. Zhang does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Zhang that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

# Mr. Gao Peizheng

Mr. Gao Peizheng (高培正), aged 44, is now an executive director of the third session of the Board of the Company. He was born in 1967, graduated from Southwest University of Political Science and Law in 1989. Since Mr. Gao entered into former Changan Automobile (Group) Company Liability Limited, Mr. Gao had been served as Vice-division Chief of Audit & Supervision division of Audit & Supervision department and Vice-division Chief of Law Affairs division of Audit & Supervision department, Division Chief of Security division and Party Branch Secretary, Vice Minister of Audit & Supervision department, Minister of Social Working department and Party Branch Secretary, Assistant President and general counsel for former Changan Automobile (Group) Company Liability Limited from that time to December 2008; during the period, Mr. Gao served also as Director General of Changan Branch Bureau of Chongqing Public Security Bureau. From December 2008 to October 2010, Mr. Gao served as Deputy Secretary of Discipline Inspection Commission, Minister of Audit & Supervision department and Party Branch Secretary, Minister of Reform and Social Working department and Party Branch Secretary, Assistant President and general counsel for Changan Industry Co. and so on. Mr. Gao also served as the general manager of the Company. Mr. Gao now serves as the Deputy Secretary of Party Commission, Secretary of Discipline Inspection Commission, Chairman of Trade Union and general counsel for Changan Industry Co. Mr. Gao has been working for over 20 years and has been mainly responsible for efficiency supervision, law affairs, trade mark and

intellectual property rights protection, handle lawsuit or non-lawsuit case, safety guard, investigate into law case, audit & supervision, reform and reorganization, HRM and subsidiary company management and so on. So Mr. Gao has accumulated rich working experiences.

Mr. Gao has been the executive director of the Company since 25 January 2011.

Save as disclosed above, Mr. Gao does not hold the position as director in any listed companies in the past three years and Mr. Gao does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Gao that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

# Mr. Lu Xiaozhong

Mr. Lu Xiaozhong (盧曉鍾), aged 63, is now an executive director of the third session of the Board of the Company. He was born in 1948, holding a bachelor's degree, joined the Company in 2001. Mr. Lu was the Company's general manager from October 2001 to February 2004. Mr. Lu had served as the deputy director of Chongqing Foreign Trade & Economic Relations Commission, the deputy chairman of Chongqing General Chamber of Commerce (industrial and commercial association) and the deputy chairperson of the Chongqing China National Democratic Construction Association (CNDCA); Mr. Lu also served as managing deputy president of Minsheng Industrial (Group) Co., Ltd. ("Minsheng Industrial") and the general manager of former Minsheng Shipping Company Limited. Mr. Lu is now a member of the standing committee of National Committee of the CPPCC; the deputy director of Chongqing Standing Committee; a committee member of CNDCA and the chairperson of the Chongqing CNDCA; director and president of Minsheng Industrial; chairman of Minsheng Shipping Co., Ltd. And director & general manager of Ming Sung Industrial Co., (HK) Limited ("Ming Sung (HK)"). Mr. Lu won the prizes of "Model of Great Contribution for Developing Chongqing in 2006" and "Construction Toast After Chongqing under Direct Jurisdiction of Central Government for Ten Years".

Mr. Lu has been the executive director of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Lu does not hold the position as director in any listed companies in the past three years and Mr. Lu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Lu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

#### Mr. Zhu Minghui

Mr. Zhu Minghui (朱明輝), aged 45, is now an executive director of the third session of the Board of the Company and the General Manager of the Company, the chairman of the board of directors of Nanjing CMSC Logistics Co., Ltd., the chairman of the board of directors of Chongqing Terui Transportation Service Company Limited and the chairman of the board of directors of Chongqing Boyu Transportation Company Limited. He is the Compliance Officer and the Authorized Representative of the Company. He was born in April 1966, holding a postgraduate diploma, senior engineer. Graduated from Beijing Institute of Technology in 1987, Mr. Zhu was assigned to former Changan Automobile (Group) Company Liability Limited, worked as technical in workshop, technical team leader, director of the office of Manufacturing Department, deputy director and director of workshop, deputy GM of First Plant, etc. From the year 2000, Mr. Zhu was assigned to work in the headquarter of former Changan Automobile (Group) Company Limited, served as deputy director of Specialty Products Department, director of International Trade Department, director of Manufacturing and Operation Department, director of Operation and Management Department and director of Human Resources Department. From March 2009 to February 2010, Mr. Zhu was assigned and appointed to be the Chinese GM and branch Party secretary of Changan Visteon Engine Control System Co., Ltd., and made a profit instead of suffering a loss in just one year. From March 2010 to June 2011, Mr. Zhu

serves as general manager of Changan Real Estate Development Company and general manager of Changan Construction Engineering Co., Ltd. Mr. Zhu has engaged for a long period in manufacturing and operation management and leading in the key position of large enterprise and GM position of several independent legal entities. Mr. Zhu has rich theoretical knowledge and working experiences in enterprise operation management and leading, human resources development and management, production manufacturing, components supply chain management and marketing, etc.

Save as disclosed above, Mr. Zhu does not hold the position as director in any listed companies in the past three years and Mr. Zhu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Zhu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

#### Mr. William K Villalon

Mr. William K Villalon, aged 62, is now an executive director and the member of remuneration committee of the third session of the Board of the Company. He was born in 1949, was graduated from University of California, Berkeley in 1979, holding a MBA in Finance; and was graduated from Washington University, St. Louis in 1972, holding a BA in Political Science. Mr. William K Villalon has served for American President Lines/Logistics from 1984 to present, now is the Vice President of Land Transportation Services / Global Automotive Logistics. Mr. William K Villalon had served different positions for American President Lines/Logistics, mainly including Vice President of Americas' Logistics, Vice President of American Consolidation Services, Vice President of Global Marketing, Vice President of Southeast Asia, Vice President of Stacktrain Service and Director of Stacktrain Marketing. Mr. William K Villalon served as General Manager, Intermodal of Southern Pacific Railroad (subsequently merged into UNION PACIFIC RAIROAD) before 1984.

Mr. William K Villalon has been the executive director of the Company since 30 June 2010.

Save as disclosed above, Mr. William K Villalon does not hold the position as director in any listed companies in the past three years and Mr. William K Villalon does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. William K Villalon that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

# **Non-Executive Directors**

## Mr. Lu Guoji

Mr. Lu Guoji (盧國紀), aged 88, is now the vice chairman and a non-executive director of the third session of the Board of the Company. Mr. Lu was born in 1923, joined the Company in 2001, and was appointed as vice chairman of the Company in December 2004. Mr. Lu graduated from University of Central Chongqing in 1948, obtained a bachelor's degree in Civil Engineering. Since 1984, Mr. Lu had served as the director and general manager, deputy chairman and chairman of Minsheng Industrial. The State Council has been granting him a special allowance in recognition of his contribution to the country as an expert in engineering, since 1992. From 1980 to 1997, Mr. Lu was the committee member and member of the Standing Committee of Chongqing CPPCC for the seventh, eighth, ninth and tenth session. From 1997 to 2003, he was the committee member of the Standing Committee of the CPPCC of Chongqing Municipality for the first session. From 1988 to 2002, Mr. Lu was the committee member of CPPCC for the seventh, eighth and ninth session at the national level. Mr. Lu now serves as the chairman of the board of directors of Minsheng Industrial and the chairman of the board of directors of Ming Sung (HK).

Mr. Lu has been the non-executive director and the vice chairman of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Lu does not hold the position as director in any listed companies in the past three years and Mr. Lu does not hold any position with the Company and other members of the

Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Lu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

#### Ms. Lau Man Yee, Vanessa

Ms. Lau Man Yee, Vanessa (劉敏儀), aged 44, is now a non-executive director and the chairman of nomination committee of the third session of the Board of the Company. She was born in 1967, MBA, joined the Company as a non-executive director in June 2005. She is a fellow member of the Chartered Association of Certified Accountants and a graduate member of the Institute of Chartered Secretaries and Administrators. Ms. Lau joined APL's Asia Area Headquarters in Hong Kong in 1991. From 1995 to 1997, Ms. Lau worked for APL's Singapore office as the regional controller. In 1998, Ms. Lau joined NOL Group and she has been working in the NOL Group on financial accounting functions since 1999. She is now NOL's Senior Vice President & Group Financial Accounting Controller. As a senior management staff of NOL Group, Ms. Lau has assumed, and may from time to time assume, other executive positions and/or directorships in any one or more NOL Group entities globally.

Ms. Lau has been the non-executive director of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Ms. Lau does not hold the position as director in any listed companies in the past three years and Ms. Lau does not hold any position with the Company and other members of the Company's group; nor does she have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Ms. Lau that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with her appointment.

# Mr. Li Ming

Mr. Li Ming (李鳴), aged 54, is now a non-executive director of the third session of the Board of the Company. Mr. Li was born in 1957, holds a bachelor's degree and joined former Changan Automobile (Group) Company Liability Limited in August 1978. Mr. Li was the deputy director and the director of former Changan Automobile (Group) Company Liability Limited, the vice general manager and the director of finance department of Changan Automobile Sales Company, the finance controller of Changan Ford Mazda Automobile Co, Ltd. and the deputy head of finance department of former Changan Automobile (Group) Company Liability Limited and the head of the finance department of Changan Industry Co. Mr. Li now serves as the deputy general accountant of Changan Industry Co.

Mr. Li has been the non-executive director of the Company since 20 June 2008.

Save as disclosed above, Mr. Li does not hold the position as director in any listed companies in the past three years and Mr. Li does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Li that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

#### Mr. Wu Xiaohua

Mr. Wu Xiaohua (吳小華), aged 56, is now a non-executive director and the member of nomination committee of the third session of the Board of the Company. He was born in 1955 and joined the Company in 2001. Mr. Wu graduated from the Sichuan Cadre Institute in 1988, majoring in Financial Accounting. From 1976 to 1989, he was the deputy head of the finance department of Chuanjiang Shipping Factory of Changjiang Marine Transportation Company. Mr. Wu had taken up the posts in Minsheng Industrial as the deputy manager, manager in Finance and Accounting Department, department head in Finance and Accounting Department, deputy general accountant and general

accountant. Mr. Wu now serves as the director of Minsheng Industrial, CFO of Minsheng Shipping Co., Ltd.

Mr. Wu has been the non-executive director of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Wu does not hold the position as director in any listed companies in the past three years and Mr. Wu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Wu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

# Mr. Zhou Zhengli

Mr. Zhou Zhengli (周 迁利), aged 47, is now a non-executive director of the third session of the Board of the Company. He was born in 1964, holding a MBA (Chongqing Business and Management Master College). Entered into former Changan Automobile (Group) Company Liability Limited, Mr. Zhou served as deputy director of automobile technology department, deputy chief of technology research centre and Party branch secretary, director of technology planning department and director of science management department under science & technology committee, deputy director and director of science and technology department under science & quality ministry, manager of engineer department of Changan Industry Park Managing Committee, deputy minister of developing and planning department. Mr. Zhou now serves as deputy minister of developing and planning department of Changan Industry Co. Mr. Zhou has rich experience in new products development, automobile technology & quality management, science & technology management and developing & planning.

Save as disclosed above, Mr. Zhou does not hold the position as director in any listed companies in the past three years and Mr. Zhou does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Zhou that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

## Mr. Danny Goh Yan Nan

Mr. Danny Goh Yan Nan, aged 52, is now a non-executive director of the third session of the Board of the Company. He was born in 1959, and was graduated from University of Oregon, USA in 1986, holding a Bachelor of Science, Finance. He has been served as Vice President of North Asia Region of APLL since 2010. He had been served different positions for APLL, mainly including Vice President / Managing Director in Japan, Vice President of International Services and Global Operations, Vice President / Managing Director of Asia-Middle East Region, General Manager of South East and West Asia Region and Regional Operations Manager of South East and West Asia Region.

Mr. Danny Goh Yan Nan has been the non-executive director of the Company since 30 June 2010.

Save as disclosed above, Mr. Danny Goh Yan Nan does not hold the position as director in any listed companies in the past three years and Mr. Danny Goh Yan Nan does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Danny Goh Yan Nan that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

## **Independent Non-Executive Directors**

# Mr. Peng Qifa

Mr. Peng Qifa (彭啟發), aged 47, is now an independent non-executive director, the chairman of audit committee, the member of nomination committee and the member of remuneration committee of the third session of the Board of the Company. He was born in 1964. In 1998, he obtained a master's degree in Economics from the faculty of Business Administration at Sichuan University. Mr. Peng has served as a professor of Economics in Chongqing University of Technology and was qualified as a master tutor. Mr. Peng is a Certified Public Accountant in the PRC.

Mr. Peng has been the independent non-executive director of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Peng does not hold the position as director in any listed companies in the past three years and Mr. Peng does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Peng that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

#### Mr. Chong Teck Sin

Mr. Chong Teck Sin (張鐵沁), aged 56, is now an independent non-executive director, the member of audit committee, the member of nomination committee and the member of remuneration committee of the third session of the Board of the Company. He was born in 1955, joined the Company as an independent non-executive director in July 2005. Mr. Chong was the group managing director (commercial) of Seksun Corporation Limited ("Seksun"), which was listed on Singapore Stock Exchanges, until May 2004. Prior to his appointment at Seksun, he was the strategic development director for China of Glaxo Wellcome Asia Pacific Pte Ltd. and before that, the senior general manager of China-Singapore Suzhou Industrial Park Development Co., Ltd., the Singapore Suzhou Industrial Park developer. He was with the Singapore Economic Development Board from 1986 to 1989. Since April 2004, Mr. Chong sits on the Board of the Accounting and Corporate Regulatory Authority (ACRA) of Singapore. He is also the independent non-executive director of British-American Tobacco (Singapore) Pte Ltd. In addition, Mr. Chong is also the independent non-executive director of the companies following-mentioned which were listed on Singapore Stock Exchanges: Beyonics Technology Ltd., Wanxiang International Pte Ltd., Sihuan Pharmaceutical Holdings Group Ltd. And Mr. Chong had resigned as an independent director of Singapore's SGX-listed JES International with effective from 1 July 2011. Since October 2008, Mr. Chong is also the director of Singapore's largest folk charitable organization National Kidney Foundation Singapore. Mr. Chong had been appointed as a board director of AVIC International Investments Limited of Singapore (which stands for China Aviation Industry Corporation(中國航空工業集團公司)) as of 18 April 2011. He obtained the bachelor of engineering at the University of Tokyo in 1981, and subsequently obtained a Master of Business Administration degree from the National University of Singapore.

Mr. Chong has been the independent non-executive director of the Company before the Company listed on the GEM of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Chong does not hold the position as director in any listed companies in the past three years and Mr. Chong does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Chong that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

# Mr. Poon Chiu Kwok

Mr. Poon Chiu Kwok (潘昭國), aged 49, is now an independent non-executive director, the member of audit committee, the member of nomination committee and the member of remuneration committee of the third session of the Board of the Company. He was born in 1962, obtained a master's degree in international accounting, a post-graduate diploma in laws, a bachelor's degree in laws and a bachelor's degree in business studies. He has been an associate member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. He is also a member and

Associate Instructor of Hong Kong Securities Institute ("HKSI") and a long-term serving member of Professional Education Committee of HKSI.

Mr. Poon now serves as an executive director and company secretary of Huabao International Holdings Limited which is a listed company in Hong Kong (Stock Code: 00336), an independent non-executive director and as a member of the audit committee of Guangzhou Shipyard International Company Limited (Stock Code: 00317) (both listed in Hong Kong and Shanghai), Ningbo Port Company Limited (a listed company in Shanghai), Yuanda China Holdings Limited which is a listed company in Hong Kong (Stock Code: 02789) and Sunac China Holdings Limited (a company listed in Hong Kong) (Stock Code:01918). He was appointed as an independent non-executive director of CATIC Shenzhen Holdings Limited ("CATIC") which is a listed company in Hong Kong (Stock Code: 00161) in 2003 and Tsingtao Brewery Company Limited which is a listed company in Hong Kong (Stock Code:00168) in 2005 and retired upon expiry of term in June 2009 and June 2011, respectively.

Save as disclosed above, Mr. Poon does not hold the position as director in any listed companies in the past three years and Mr. Poon does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Poon that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

#### **Shareholder Representative Supervisors**

#### Ms. Zhu Ying

Ms. Zhu Ying (朱英) aged 45, is now a shareholder representative supervisor and chairman of the third session of the Supervisory Committee of the Company. She was born in 1966, graduated from Chongqing University of Technology, majored in finance and accounting. Entered into former Changan Automobile (Group) Company Liability Limited, Ms. Zhu served as finance deputy manager of its subsidiary, deputy director of budget managing department and director of financing accounting department under finance ministry; director of accounting department of finance ministry of Changan Industry Co. Ms. Zhu now serves as deputy minister of finance ministry of Changan Industry Co. Ms. Zhu has rich experience in financial management, accounting auditing and financial budget.

Save as disclosed above, Ms. Zhu does not hold the position as director in any listed companies in the past three years and Ms. Zhu does not hold any position with the Company and other members of the Company's group; nor does she have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Ms. Zhu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with her appointment.

#### Ms. Zhang Tianming

Ms. Zhang Tianming (張夫明), aged 56, is now a shareholder representative supervisor of the third session of the Supervisory Committee of the Company. She was born in 1955, the economist and the assistant accountant. Ms. Zhang had served as staffs in former Minsheng Shipping Company Limited; manager assistant and deputy manager of comprehensive secretary department in Minsheng Industrial; deputy minister, minister of comprehensive ministry and director of secretary department in Minsheng Industrial. Ms. Zhang now serves as the director of comprehensive financial department of Minsheng Industrial.

Save as disclosed above, Ms. Zhang does not hold the position as director in any listed companies in the past three years and Ms. Zhang does not hold any position with the Company and other members of the Company's group; nor does she have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Ms. Zhang that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with her appointment.

#### Mr. Wu Jun

Mr. Wu Jun (吳雋), aged 37, is now a shareholder representative supervisor of the third session of the Supervisory Committee of the Company. He was born in 1974. Mr. Wu has been Regional Financial Officer, North Asia Region of NOL/APL/APLL since Oct 2007. Mr. Wu joined NOL in February 2006 and was in charge of financial reporting and investment analysis. Mr. Wu got the Chinese CPA certificate in 1998. He has taken leadership positions in financial management in several multinational companies including Arthur Andersen, Delphi, LVMH. Throughout these years, he has gained rich experience in financial management, investment, audit and internal control areas. Mr. Wu obtained the Bachelor of Economics degree from Shanghai International Studies University in 1995.

Mr. Wu has been the supervisor of the Company since 20 June 2008.

Save as disclosed above, Mr. Wu does not hold the position as director in any listed companies in the past three years and Mr. Wu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Wu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

# **Employee Representative Supervisors**

#### Mr. Liu Yue

Mr. Liu Yue(劉躍), aged 52, is now an employee representative supervisor of the third session of the Supervisory Committee of the Company. He was born in 1959, master degree. Mr. Liu entered into former Changan Automobile (Group) Company Liability Limited in 1982, engaging in business planning, price calculation and cost auditing related to automobile industry in the planning department and finance department of former Changan Automobile (Group) Company Liability Limited. Since 1987, Mr. Liu served as personnel of authority propaganda, vice minister and minister of propaganda department of Party Committee, head of enterprise culture center of former Changan Automobile (Group) Company Liability Limited and the president of Changan Cultural Media Company, mainly responsible for Changan Automobile brand design and enterprise image design and cultivation for former Changan Automobile (Group) Company Liability Limited. Mr. Liu studied automobile manufacturing and operating management in Japan Suzuki Corporation during March 1996 to September 1996. Mr. Liu served as administrative deputy general manager and secretary of party general branch of Lear Changan (Chongqing) Automobile System Company Liability Limited and Chongqing Lear Changan Automobile Interior Decoration Parts Company Liability Limited since the next half year of 2009. Mr. Liu has abundant experiences in enterprise operation management, enterprise brand design, finance auditing, business planning, human resourced management and cultural media. Since March 2010, Mr. Liu entered into the Company and serves as secretary of party general branch and Chairman of the Labour Union.

Save as disclosed above, Mr. Liu does not hold the position as director in any listed companies in the past three years and Mr. Liu does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Liu that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

# Mr. Deng Gang

Mr. Deng Gang (齊剛), aged 39. is now an employee representative supervisor of the third session of the Supervisory Committee of the Company. He was born in 1972, graduated from College of Business and Management of Chongqing University, holding a master degree, engineer. Since graduated in July 1992, Mr. Deng served as technical engineer of domestic large automobile group; responsible for joint government affairs in Enterprise & Industry Committee under Chongqing State-owned Property Committee. Since December 2001, Mr. Deng entered into former Changan Automobile (Group)

Company Liability Limited and worked in the general manager office, holding the post of comprehensive administration assistant, deputy director of secretary office, which mainly responsible for the administrative assists for the strategic development planning and international business. Mr. Deng joined the Company in March 2004. From December 2007 till now, Mr. Deng serves as director of Marketing Department in the headquarter, taking the lead to make out the developing planning schemes, to establish the market planning system and to improve the Company's operation and management system.

Save as disclosed above, Mr. Deng does not hold the position as director in any listed companies in the past three years and Mr. Deng does not hold any position with the Company and other members of the Company's group; nor does he have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. There is no other information relating to Mr. Deng that is required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. Further, there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

# Appointment of Chairman and Vice Chairman of the Third Session of Board of Directors

With effect from 30 September 2011, Mr. Zhang Lungang was appointed as the Chairman of the third session of the Board of Directors of the Company, Mr. Lu Guoji was appointed as the Vice Chairman of the third session of the Board of Directors of the Company.

# Appointment of Chairman and Members of the Remuneration Committee, the Audit Committee and the Nomination Committee of the Third Session of Board of Directors

With effect from 30 September 2011, Mr. Zhang Lungang was appointed as the Chairman and Mr. William K Villalon, Mr. Peng Qifa, Mr. Chong Teck Sin and Mr. Poon Chiu Kwok were appointed as the members of the remuneration committee of the third session of the Board of Directors;

With effect from 30 September 2011, Mr. Peng Qifa was appointed as the Chairman and Mr. Chong Teck Sin and Mr. Poon Chiu Kwok were appointed as the members of the audit committee of the third session of the Board of Directors.

With effect from 30 September 2011, Ms. Lau Man Yee, Vanessa was appointed as the Chairman and Mr. Wu Xiaohua, Mr. Peng Qifa, Mr. Chong Teck Sin and Mr. Poon Chiu Kwok were appointed as the members of the nomination committee of the third session of the Board of Directors;

## Re-appointment of General Manager of the Company

The third session of the Board of Directors re-appointed Mr. Zhu Minghui to continuously serve as the General Manager of the Company.

# Appointment of Compliance Officer and Authorized Representatives of the Company

With effect from 30 September 2011, Mr. Zhu Minghui was appointed as the Compliance Officer of the Company, Mr. Zhang Lungang and Mr. Zhu Minghui were appointed as the Authorized Representatives of the Company.

# Appointment of Chairman of the Third Session of Supervisory Committee of the Company

With effect from 30 September 2011, Ms. Zhu Ying was appointed as the Chairman of the third session of Supervisory Committee of the Company.

By Order of the Board

Changan Minsheng APLL Logistics Co., Ltd.

Executive Director

Zhu Minghui

Chongqing, the PRC, 30 September 2011

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 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 GEM Listing Rules 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