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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)

**POLL RESULTS OF
THE EXTRAORDINARY GENERAL MEETING AND
H SHAREHOLDERS CLASS MEETING AND
DOMESTIC SHAREHOLDERS CLASS MEETING**

Poll Results of the EGM, H Shareholders Class Meeting and Domestic Shareholders Class Meeting

The Board announces that all resolutions set out in the respective notices dated 4 November 2024 of the EGM, the H Shareholders Class Meeting and Domestic Shareholders Class Meeting (collectively, the “**Meetings**”) were duly passed by way of poll at the Meetings consecutively held on 22 November 2024.

References are made to the announcement dated 22 August 2024 (the “**Announcement**”), the circular dated 4 November 2024 (the “**Circular**”), and the respective notices of Changan Minsheng APLL Logistics Co., Ltd. (the “**Company**”) dated 4 November 2024 of the EGM, the H Shareholders Class Meeting and Domestic Shareholders Class Meeting (collectively, the “**Notices**”) in relation to, among others, (i) the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder, and the Specific Mandate); (ii) the Whitewash Waiver; and (iii) the proposed amendments to the Articles of Association. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

POLL RESULTS OF THE EGM, H SHAREHOLDERS CLASS MEETING AND DOMESTIC SHAREHOLDERS CLASS MEETING

The extraordinary general meeting (the “**EGM**”), the class meeting of the H Shareholders (the “**H Shareholders Class Meeting**”) and class meeting of the Domestic Shareholders (the “**Domestic Shareholders Class Meeting**”) of the Company were consecutively held at the Company’s Conference Room, No.1881, Jinkai Road, Yubei District, Chongqing, the People’s Republic of China on Friday, 22 November 2024 at 10:00 a.m., 10:30 a.m. and 10:45 a.m. respectively, to consider and, if thought fit,

approve resolutions required in relation to, among others, (i) the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder, and the Specific Mandate); (ii) the Whitewash Waiver; and (iii) the proposed amendments to the Articles of Association. The board of directors of the Company (the “**Board**”) is pleased to announce that all the resolutions set out in the Notices were duly passed by way of poll as special resolutions at the Meetings.

6 out of 9 existing directors of the Company (the “**Directors**”) attended the Meetings, while Mr. Che Dexi, Mr. Chen Wenbo and Ms. Jin Jie did not attend the Meetings due to work reasons.

2 out of 5 existing supervisors of the Company attended the Meetings, while Mr. Wang Huaicheng, Ms. Ang Lai Fern and Ms. Liu Shasha did not attend the Meetings due to work reasons.

Mr. Ren Fei, being the secretary to the Board attended the Meetings.

As at the record date of the Meetings, being 22 November 2024 (the “**Record Date**”), the issued share capital of the Company comprised 162,064,000 Shares. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the resolutions at the EGM, H Shareholders Class Meeting and Domestic Shareholders Class Meeting are as follows:

- the total number of Shares entitling the holders to attend and vote for or against the resolutions at the EGM was 162,064,000 Shares;
- the total number of H Shares entitling the relevant H Shareholders to attend and vote for or against the resolution at the H Shareholders Class Meeting was 129,844,800 Shares; and
- the total number of Domestic Shares entitling the relevant Domestic Shareholders to attend and vote for or against the resolution at the Domestic Shareholders Class Meeting was 32,219,200 Shares.

As disclosed in the Circular, China Changan (which controls 41,225,600 Shares with voting rights as at the Record Date, representing approximately 25.44% of the issued share capital of the Company) would abstain and have abstained from voting on resolutions No. 1- 4 at the EGM, resolutions No. 1- 3 at the H Shareholders Class Meeting, and resolutions No. 1- 3 at the Domestic Shareholders Class Meeting. Save as disclosed above, none of the Shareholders is required to abstain from voting on the relevant resolutions at the Meetings, as the case may be.

Save as disclosed above, the Company was not aware of any party indicating its intention to vote only against any resolution at the Meetings. Save as disclosed above and so far as is known to the Company, no other shareholders of the Company (the “**Shareholders**”) were entitled to attend the Meetings and shall abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Company’s share registrar, Computershare Hong Kong Investor Services Limited, and the Company’s PRC lawyer, Tahota (Chongqing) Law Firm, were appointed as the scrutineers for the votetaking at the Meetings.

A. POLL RESULTS OF THE EGM

The poll results of the EGM were as follows:

| Resolutions | | No. of votes (%) | | Total number of Shares held by the shareholders who attend the EGM and have the right to vote |
|--|--|------------------------|-----------------------|---|
| | | For | Against | |
| Special Resolutions | | | | |
| Resolution 1 (special resolution) | To consider and approve the Share Subscription and the issuance of Subscription Shares, including the type, nominal value and number of Subscription Shares, the Subscriber and subject to the grant of the Specific Mandate by passing of resolution no. 3 below, there is no pre-emptive arrangement of existing Shareholders, the Subscription Price and pricing basis, no transfer restrictions over the Subscription Shares, use of proceeds and the distribution plan for accumulated undistributed profits before the issuance. | 70,936,400 (89.72%) | 8,129,000 (10.28%) | 79,065,400 |
| Resolution 2 (special resolution) | To consider and approve the Share Subscription Agreement and transactions contemplated thereunder. | 70,936,400 (89.72%) | 8,129,000 (10.28%) | 79,065,400 |
| Resolution 3 (special resolution) | To consider and approve a specific mandate to issue 40,000,000 new Domestic Shares at the Subscription Price of RMB2.54648 (equivalent to HK\$2.78) per Subscription Share in accordance with the terms and conditions of the Share Subscription Agreement and the authorisation to the Board and the person(s) authorised thereby to deal with all matters relating to the Share Subscription and the issuance of the Subscription Shares, and the abovementioned authorisation and resolutions regarding the Share Subscription and/or the issuance of Subscription Shares shall be valid for a period of 12 months from the date of approval by the Shareholders. | 70,936,400 (89.72%) | 8,129,000 (10.28%) | 79,065,400 |

| | | | | |
|--|---|-------------------------|-----------------------|-------------|
| Resolution 4 (special resolution) | To consider and approve the Whitewash Waiver granted or to be granted by the Executive pursuant to the Takeovers Code for waiving any obligation on the part of SIAMC to make a mandatory general offer for all the issued Shares of the Company not already owned or agreed to be acquired by SIAMC or parties acting in concert with it as a result of the issuance of Subscription Shares by the Company to SIAMC. | 70,936,400 (89.72%) | 8,129,000 (10.28%) | 79,065,400 |
| Resolution 5 (special resolution) | To consider and approve the authorization to the Board and its authorized person(s) to change the registered capital and amend relevant provisions of the Articles of Association correspondingly upon Completion of the Share Subscription. | 112,162,000 (93.24%) | 8,129,000 (6.76%) | 120,291,000 |

As more than two-thirds of votes were cast in favour of special resolutions no. 1, 2, 3 and 5 by the Independent Shareholders attended the EGM in person or by proxy in accordance with the relevant provision of the Company Law and the Articles of Association of the Company, such resolutions were duly passed by way of poll as special resolutions of the Company.

As more than 75% of votes were cast in favour of special resolution no. 4 by the Independent Shareholders attended the EGM in person or by proxy in accordance with the relevant provision of the Company Law and the Articles of Association of the Company, such resolution was duly passed by way of poll as special resolutions of the Company.

B. POLL RESULTS OF THE H SHAREHOLDERS CLASS MEETING

The poll results of the H Shareholders Class Meeting were as follows:

| Resolutions | | No. of votes (%) | | Total number of Shares held by the shareholders who attend the H Shareholders Class Meeting and have the right to vote |
|--|---|-------------------------|-----------------------|---|
| | | For | Against | |
| Special Resolutions | | | | |
| Resolution 1 (special resolution) | To consider and approve the Share Subscription and the issuance of Subscription Shares, including the type, nominal value and number of Subscription Shares, the Subscriber | 38,717,200 (82.65%) | 8,129,000 (17.35%) | 46,846,200 |

| | | | | |
|--|--|------------------------|-----------------------|------------|
| | and subject to the grant of the Specific Mandate by passing of resolution no. 3 below, there is no pre-emptive arrangement of existing Shareholders, the Subscription Price and pricing basis, no transfer restrictions over the Subscription Shares, use of proceeds and the distribution plan for accumulated undistributed profits before the issuance. | | | |
| Resolution 2 (special resolution) | To consider and approve the Share Subscription Agreement and transactions contemplated thereunder. | 38,717,200 (82.65%) | 8,129,000 (17.35%) | 46,846,200 |
| Resolution 3 (special resolution) | To consider and approve a specific mandate to issue 40,000,000 new Domestic Shares at the Subscription Price of RMB2.54648 (equivalent to HK\$2.78) per Subscription Share in accordance with the terms and conditions of the Share Subscription Agreement and the authorisation to the Board and the person(s) authorised thereby to deal with all matters relating to the Share Subscription and the issuance of the Subscription Shares, and the abovementioned authorisation and resolutions regarding the Share Subscription and/or the issuance of Subscription Shares shall be valid for a period of 12 months from the date of approval by the Shareholders. | 38,717,200 (82.65%) | 8,129,000 (17.35%) | 46,846,200 |

In accordance with the relevant provision of the Company Law and the Articles of Association of the Company, resolutions No. 1 - 3 (inclusive) are special resolutions and were duly passed by more than two-thirds of the total number of Shares carrying voting rights held by those who attended the H Shareholders Class Meeting in person or by proxy, by way of poll.

C. POLL RESULTS OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

The poll results of the Domestic Shareholders Class Meeting were as follows:

| Resolutions | | No. of votes (%) | | Total number of Shares held by the shareholders who attend the Domestic Shareholders Class Meeting and have the right to vote |
|--|--|----------------------|-----------|---|
| | | For | Against | |
| Special Resolutions | | | | |
| Resolution 1 (special resolution) | To consider and approve the Share Subscription and the issuance of Subscription Shares, including the type, nominal value and number of Subscription Shares, the Subscriber and subject to the grant of the Specific Mandate by passing of resolution no. 3 below, there is no pre-emptive arrangement of existing Shareholders, the Subscription Price and pricing basis, no transfer restrictions over the Subscription Shares, use of proceeds and the distribution plan for accumulated undistributed profits before the issuance. | 32,219,200 (100%) | 0 (0%) | 32,219,200 |
| Resolution 2 (special resolution) | To consider and approve the Share Subscription Agreement and transactions contemplated thereunder. | 32,219,200 (100%) | 0 (0%) | 32,219,200 |
| Resolution 3 (special resolution) | To consider and approve a specific mandate to issue 40,000,000 new Domestic Shares at the Subscription Price of RMB2.54648 (equivalent to HK\$2.78) per Subscription Share in accordance with the terms and conditions of the Share Subscription Agreement and the authorisation to the Board and the person(s) authorised thereby to deal with all matters relating to the Share Subscription and the issuance of the Subscription Shares, and the abovementioned authorisation and resolutions regarding the Share Subscription and/or the issuance of Subscription Shares shall be valid for a period of 12 months from the date of approval by the Shareholders. | 32,219,200 (100%) | 0 (0%) | 32,219,200 |

In accordance with the relevant provision of the Company Law and the Articles of Association of the Company, resolutions No. 1 - 3 (inclusive) are special resolutions and were duly passed by more than two-

thirds of the total number of Shares carrying voting rights held by those who attended the Domestic Shareholders Class Meeting in person or by proxy, by way of poll.

D. EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the (i) shareholding structure of the Company as at the date of this announcement; and (ii) the potential shareholding structure of the Company immediately after Completion of the Share Subscription, assuming that there is no other change to the share capital and shareholding structure of the Company prior to Completion:

| | As at the date of this announcement | | Immediately after Completion of the Share Subscription | |
|---|-------------------------------------|---|--|---|
| | Number of Shares held | Approximate percentage of total number of issued Shares | Number of Shares held | Approximate percentage of total number of issued Shares |
| Domestic Shares | | | | |
| SIAMC | - | - | 40,000,000 | 19.80% |
| Minsheng Industrial (Group) Co., Ltd. (“Minsheng Industrial”) | 25,774,720 | 15.90% | 25,774,720 | 12.76% |
| Non-H foreign Shares | | | | |
| Ming Sung Industrial Co., (HK) Limited (“Ming Sung (HK)”) | 6,444,480 | 3.98% | 6,444,480 | 3.19% |
| H Shares | | | | |
| China Changan | 41,225,600 | 25.44% | 41,225,600 | 20.40% |
| APL Logistics Ltd. (“APL Logistics”) | 32,399,200 | 19.99% | 32,399,200 | 16.03% |
| Public Shareholders of H Shares | 56,220,000 | 34.69% | 56,220,000 | 27.82% |
| Total issued Shares | 162,064,000 | 100.00% | 202,064,000 | 100.00% |
| SIAMC and the party acting in concert with it | | | | |
| SIAMC | - | - | 40,000,000 | 19.80% |
| China Changan | 41,225,600 | 25.44% | 41,225,600 | 20.40% |
| Sub-total | 41,225,600 | 25.44% | 81,225,600 | 40.20% |

Notes:

1. The percentage figures as set out above are subject to rounding adjustments.
2. Figures shown above are calculated assuming that no other Shares will be issued or transferred after the Latest Practicable Date until the Completion of the Share Subscription.

E. GRANT OF THE WHITEWASH WAIVER

The Executive has, on 19 November 2024, granted the Whitewash Waiver, subject to fulfilment of the following conditions:

- (i) the Whitewash Waiver and the Share Subscription being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at the EGM of the Company, to be taken on a poll; and
- (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the SIAMC, China Changan and the parties acting in concert with any of them between the Announcement and the Completion of the issue.

The aforementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement.

As disclosed in the Announcement, completion of the Share Subscription is conditional upon the fulfilment of the following conditions:

- (a) the valid approval of this transaction and Share Subscription Agreement by the decision-making body of SIAMC;
- (b) the valid approval of this transaction and Share Subscription Agreement by the Board and the general meeting of the Company (i.e. the Share Subscription was approved by more than 50% of the votes by the Independent Shareholders at the EGM pursuant to the Takeovers Code);
- (c) the approval of this transaction by the State-owned Assets Supervision and Administration Department or its authorised body;
- (d) the obtaining of the Whitewash Waiver granted by the Executive of the SFC of Hong Kong to SIAMC in respect of this transaction;
- (e) the Whitewash Waiver was approved by at least 75% of the votes cast in favour by the Independent Shareholders at the EGM of the Company;
- (f) this transaction was registered by China Securities Regulatory Commission; and
- (g) the obtaining of other approvals, ratifications and filings from the competent regulatory authorities which may be involved in respect of this transaction.

As at the date of this Announcement, except from item (f), all of the above conditions has been fulfilled.

Further announcement(s) in respect of the progress of the Share Subscription will be made by the Company as and when appropriate in accordance with the requirements of the Listing Rules and other applicable requirements.

WARNING

Shareholders and potential investors of the Company should note that there is no assurance that the Share Subscription will proceed. The Company will publish announcement(s) to update the status of the Share Subscription as and when appropriate. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company and are recommended to consult their stockbroker, bank manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.

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

Chongqing, the PRC
22 November 2024

As at the date of this announcement, the board of directors of the Company comprises: (1) Mr. Xie Shikang and Mr. Wan Nianyong as executive directors; (2) Mr. Che Dexi, Mr. Chen Wenbo, Ms. Jin Jie and Mr. Dong Shaojie as non-executive directors; (3) Mr. Li Ming, Mr. Man Wing Pong and Ms. Chen Jing as independent non-executive directors.

Where the English and the Chinese texts conflict, the English text prevails.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.