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*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.*



**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)*

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE,  
RULE 13.09 OF THE LISTING RULES AND  
INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE  
SECURITIES AND FUTURES ORDINANCE  
AND  
RESUMPTION OF TRADING**

Reference is made to the announcement of Changan Minsheng APLL Logistics Co., Ltd. (the “**Company**”) dated 20 November 2024 in relation to trading halt of the shares of the Company (the “**Shares**”) on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pending the release of an announcement in relation to inside information of the Company. This announcement is made by the Company pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by the Securities and Futures Commission of Hong Kong, Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

References are also made to the announcement dated 22 August 2024, the circular dated 4 November 2024 (the “**Circular**”), and the respective notices of 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.

## **POSSIBLE OFFER**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders (the “**Shareholders**”) and potential investors of the Company that the Board has received a letter from the interested party (the “**Interested Party**”) notifying the Board of its intention to make the possible offer (the “**Letter**”), which is subject to pre-conditions (the “**Possible Offer**”).

As the Letter has not provided, and the Board has not received, evidence to ascertain or verify identity and background of the Interested Party, nor to ascertain or verify that legitimate resources are fully available to the Interested Party for the purpose of any bona fide offer, the Board is of the view that the Possible Offer may not be a bona fide and/or genuine offer in part because the identity of the Interested Party is not verified, and such Interested Party has not satisfied the Board that legitimate resources available to the Interested Party to carry out the Possible Offer in full.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares of the Company.

Save as disclosed above, the Board is not aware of any inside information that needs to be disclosed under the SFO. The Board wishes to remind the Shareholders and potential investors that the EGM, the H Shareholders Class Meeting and Domestic Shareholders Class Meeting will be 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.

## **RELEVANT SECURITIES IN ISSUE**

As at the date of this announcement, the relevant securities of the Company comprise a total of 162,064,000 Shares in issue, including (i) a total of 129,844,800 H Shares of the Company; and (ii) a total of 32,219,200 domestic Shares of the Company. Save as the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

## **DISCLOSURE OF DEALINGS**

For the purpose of the Takeovers Code, the offer period has commenced on the date of this announcement, being 21 November 2024.

The associates (as defined under the Takeovers Code and including persons owning or controlling 5% or more of a class of relevant securities (as defined in Note 4 to Rule 22 to the Takeovers Code)) of the Company are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

### ***“Responsibilities of stockbrokers, banks and other intermediaries***

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **MONTHLY UPDATES**

In compliance with Rule 3.7 of the Takeovers Code, the Company will make monthly announcement(s) setting out the progress of the Possible Offer until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made.

Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares has been halted with effect from 1:00 p.m. on Wednesday, 20 November 2024. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on Friday, 22 November 2024.

**This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company. Shareholders and potential investors of the Company should be aware that there is no assurance that the Interested Party will make the Possible Offer and if it does decide to proceed with it, the Possible Offer may or may not be subject to the satisfaction of a number of conditions. Shareholders and/or potential investors of the**

**Company are advised to exercise caution in dealing in the securities of the Company. Persons who are in doubt to the action or their position should consult their stockbrokers, bank managers, solicitors or other professional advisers.**

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

Chongqing, the PRC  
21 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.*