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Dragon Hill Wuling Automobile Holdings Limited
(俊山五菱汽車集團有限公司*)
(Incorporated in Bermuda with limited liability) (Stock Code: 305)

- (I) RESULTS OF SPECIAL GENERAL MEETING;**
(II) OPEN OFFER OF NOT LESS THAN 167,229,341 OFFER SHARES ON THE BASIS OF 1 OFFER SHARE FOR EVERY 6 SHARES HELD ON THE RECORD DATE;
(III) GRANT OF WHITEWASH WAIVER;
(IV) EXCLUDED SHAREHOLDER IN RELATION TO THE OPEN OFFER;
AND
(V) DESPATCH OF THE PROSPECTUS DOCUMENTS

The Board is pleased to announce that: (1) all the ordinary resolutions in respect of the Underwriting Agreement, the Open Offer, the Whitewash Waiver and the respective transactions contemplated thereunder were duly passed by the Independent Shareholders (as the case may be) by way of poll at the SGM held on 8 March 2011; and (2) the Company will proceed with the Open Offer in accordance with the expected timetable as set out in the Circular, subject to, amongst other things, the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong and the Underwriting Agreement becoming unconditional and not being terminated according to the terms of the Underwriting Agreement. It is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders on 9 March 2011.

References are made to the announcement made by Dragon Hill Wuling Automobile Holdings Limited (the “**Company**”) on 4 January 2011 (the “**First Announcement**”), 12 January 2011, 24 January 2011 and 10 February 2011, and the circular of the Company dated 15 February 2011 (the “**Circular**”) in relation to, among other things, the Underwriting Agreement (as amended and supplemented by two supplemental agreements and a side letter entered into by the parties thereto on 4 January 2011, 12 January 2011 and 14 February 2011, respectively), the Open Offer and the Whitewash Waiver. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF SGM

The Board is pleased to announce that at the special general meeting of the Company (the “SGM”) held on 8 March 2011, the ordinary resolutions in respect of the Underwriting Agreement, the Open Offer (in respect of the absence of any arrangement to apply for Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer while the Open Offer is underwritten by the Underwriter as referred to in Rule 7.26A(2) of the Listing Rules), and the Whitewash Waiver, together with the respective transactions contemplated thereunder, were duly passed by Independent Shareholders (not including Gao Bao Development Limited (a company wholly and beneficially owned by Mr. Zhou Sheji, an executive Director) which abstained from voting in respect of the resolutions regarding the Underwriting Agreement, the Open Offer and the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code) by way of poll. The Company has appointed its branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, as the scrutineer for the vote-taking at the SGM.

The poll results taken at the SGM were as follows:

| Ordinary Resolutions | | Number of votes cast and percentage of total number of votes cast | | Total number of votes cast |
|----------------------|---|---|-------------------|----------------------------|
| | | FOR | AGAINST | |
| 1 | The ordinary resolution numbered 1 as set out in the Company’s notice of special general meeting announcement dated 15 February 2011 regarding the Underwriting Agreement and any transactions contemplated thereunder. | 167,234,005 (99.98%) | 30,000 (0.02%) | 167,264,005 (100%) |
| 2 | The ordinary resolution numbered 2 as set out in the Company’s notice of special general meeting announcement dated 15 February 2011 regarding the Open Offer, the absence of arrangements for application for the Offer Shares by the Shareholders in excess of their entitlements under the Open Offer. | 167,234,005 (99.98%) | 30,000 (0.02%) | 167,264,005 (100%) |
| 3 | The ordinary resolution numbered 3 as set out in the Company’s notice of special general meeting announcement dated 15 February 2011 regarding the Whitewash Waiver. | 167,234,005 (99.98%) | 30,000 (0.02%) | 167,264,005 (100%) |

As more than 50% of the votes cast by the Independent Shareholders (not including Gao Bao Development Limited) voting in person or by proxy were cast in favour of the above resolutions, all of the resolutions were duly passed as ordinary resolutions.

As at the date of the SGM:

- 1) There were an aggregate of 1,003,376,049 Shares in issue;
- 2) the Underwriter and parties acting in concert with it (including Dragon Hill which is wholly and beneficially owned by Mr. Lee Shing, an executive Director, the Vice-chairman and the Chief Executive Officer of the Company) in aggregate were interested in 560,247,613 Shares (as to 300,288,000 Shares and 259,959,613 Shares were held by the Underwriter and Dragon Hill, respectively), representing approximately 55.84% of the total issued share capital of the Company; and
- 3) Gao Bao Development Limited, which is wholly and beneficially owned by Mr. Zhou Sheji, an executive Director, was interested in 44,770,000 Shares, representing approximately 4.46% of the total issued share capital of the Company.

The Underwriter, together with parties acting in concert with it, and Gao Bao Development Limited were required to abstain from voting on the resolution approving the resolutions regarding the Underwriting Agreement, the Open Offer and the Whitewash Waiver. Accordingly, the total number of Shares entitling the Independent Shareholders (not including Gao Bao Development Limited) to attend the SGM and vote for or against each of the Underwriting Agreement, the Open Offer and the Whitewash Waiver were 398,358,436 Shares in total, representing approximately 39.70% of the total issued share capital of the Company.

There was no Share entitling any Shareholder to attend and vote only against any of the ordinary resolutions at the SGM.

GRANT OF THE WHITEWASH WAIVER

The Whitewash Waiver was granted by the Executive on 21 February 2011, subject to the fulfillment of the conditions set out therein and the continued compliance by the Underwriter and parties acting in concert with it with the Takeovers Code. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Underwriter and parties acting in concert with it for all the Shares not already owned or agreed to be acquired by them as a result of the Open Offer and the transactions contemplated under the Underwriting Agreement.

TOTAL NUMBER OF OFFER SHARES

As at the Record Date, the Company had 1,003,376,049 Shares in issue. Accordingly, 167,229,341 Offer Shares will be allotted and issued under the Open Offer. The maximum number of Offer Shares being underwritten by the Underwriter is 95,518,040 Offer Shares, which: (i) represent all the Offer Shares other than those irrevocably undertaken to be taken up (or procured to be taken up) by the Underwriter under the Irrevocable Undertaking 1 (i.e., 50,048,000 Offer Shares) and by Dragon Hill under the Irrevocable Undertaking 2 (i.e., 21,663,301 Offer Shares), respectively; and (ii) include Offer Shares created by the aggregation of fractional entitlements which will not be provisionally allotted or issued under the Open Offer.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, there were an aggregate of 1,003,376,049 Shares in issue. On that basis, after taking into account the Irrevocable Undertakings, the CN Holder Undertaking, the Option Undertaking and assuming the Non-Concert Party Held Options are not exercised on or before completion of the Open Offer, the shareholding structure of the Company as at the date of this announcement and immediately after completion of the Open Offer is set out below:

| | As at the date of this announcement | | Immediately after completion of the Open Offer (after taking into account the Irrevocable Undertakings (Note 1) and assuming all other Qualifying Shareholders take up their entitlements under the Open Offer) | | Immediately after completion of the Open Offer (after taking into account the Irrevocable Undertakings (Note 1) and assuming no other Qualifying Shareholders take up their entitlements under the Open Offer) | |
|--|-------------------------------------|---------------|---|---------------|--|---------------|
| | <i>Approximate</i> No. of Shares | % | <i>Approximate</i> No. of Shares | % | <i>Approximate</i> No. of Shares | % |
| The Underwriter and parties acting in concert with it: | | | | | | |
| The Underwriter (Notes 2 and 4) | 300,288,000 | 29.93 | 371,999,301 | 31.78 | 445,854,040 | 38.09 |
| Dragon Hill (Notes 3 and 4) | 259,959,613 | 25.91 | 281,622,914 | 24.06 | 281,622,914 | 24.06 |
| Sub-total | 560,247,613 | 55.84 | 653,622,215 | 55.84 | 727,476,954 | 62.15 |
| Mr. Zhou Sheji and associates (Note 5) | 44,770,000 | 4.46 | 52,231,666 | 4.46 | 44,770,000 | 3.82 |
| Director of a subsidiary of the Company | 220,000 | 0.02 | 256,667 | 0.02 | 220,000 | 0.02 |
| Public | 398,138,436 | 39.68 | 464,494,842 | 39.68 | 398,138,436 | 34.01 |
| Total | <u>1,003,376,049</u> | <u>100.00</u> | <u>1,170,605,390</u> | <u>100.00</u> | <u>1,170,605,390</u> | <u>100.00</u> |

Notes:

- Pursuant to the Irrevocable Undertaking 2, Dragon Hill has irrevocably undertaken to subscribe for 21,663,301 Offer Shares, being 50% of the Dragon Hill Assured Entitlement. As at the date of this announcement, Dragon Hill has not determined whether to take up the remaining 50% of Dragon Hill Assured Entitlement or not. If Dragon Hill does not take up the remaining 50% of Dragon Hill Assured Entitlement, the relevant Offer Shares, being 21,663,301 Offer Shares, shall be taken up by the Underwriter pursuant to the Underwriting Agreement.
- The entire issued share capital of the Underwriter is held by Wuling Motors (Hong Kong) Company Limited (“Wuling Motors”), and the entire issued share capital of Wuling Motors is held by Liuzhou Wuling.

3. The entire issued share capital of Dragon Hill is beneficially owned by Mr. Lee Shing, an executive Director, the Vice-chairman and the Chief Executive Officer of the Company.
4. Under the Takeovers Code, the Underwriter and Dragon Hill (together with its sole beneficial owner, Mr. Lee Shing) are presumed to be acting in concert.
5. Mr. Zhou Sheji, an executive Director, through Gao Bao Development Limited which is wholly and beneficially owned by Mr. Zhou, is interested in 44,770,000 Shares.

EXCLUDED SHAREHOLDER IN RELATION TO THE OPEN OFFER

As at the Record Date, the Company had Overseas Shareholders in Canada, Macau, Malaysia, Spain and the United Kingdom with an aggregate shareholding of approximately 1.83% of the issued share capital of the Company. The Board has made enquiries with the Company's overseas legal advisers to assist and enable to the Company to consider whether it would be unduly burdensome to, or otherwise necessary or expedient not to, offer the Offer Shares to such Overseas Shareholders on account either of the legal restrictions under the laws of the relevant places or requirements of the relevant regulatory body or stock exchange in such places.

Based on the legal opinion/advice obtained, the Open Offer is being extended to the Overseas Shareholders with registered addresses in Macau, Malaysia, Spain and the United Kingdom. The Board takes the view that the offer of the Offer Shares to Overseas Shareholder with registered addresses in Canada would, or might, in the absence of compliance with registration or other requirements or formalities, be unlawful or impracticable in the circumstances. On such basis, the Board considers that it would be unduly burdensome to, or otherwise necessary or expedient not to, offer the Offer Shares to the Overseas Shareholder with registered address in Canada and such Overseas Shareholder is regarded as Excluded Shareholder in relation to the Open Offer. The Offer Shares which such Excluded Shareholder would otherwise have been entitled to subscribe for will be taken up by the Underwriter under the Underwriting Agreement.

DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Open Offer in accordance with the expected timetable as set out in the Circular, subject to, amongst other things, the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong and the Underwriting Agreement becoming unconditional and not being terminated according to the terms of the Underwriting Agreement. It is expected that (i) the Prospectus Documents will be despatched to the Qualifying Shareholders and (ii) the Prospectus and the Overseas Letter will be despatched to the Excluded Shareholder with registered address in Canada, for information purpose only. (The Application Form will thus not be sent to the above Excluded Shareholder) on 9 March 2011.

The Open Offer is conditional, inter alia, upon the Underwriting Agreement not being terminated by the Underwriter in accordance with the terms of the Underwriting Agreement. Details of the circumstances under which the Underwriter may terminate the Underwriting Agreement are set out in the Prospectus Documents. Accordingly, the Open Offer may or may not proceed. The Shareholders and potential investors of the Company should therefore exercise extreme caution when dealing in the Shares, and if they are in any doubt about their positions, they should consult their own professional advisers.

Qualifying Shareholders should take note that Final Acceptance Time and latest time for the payment in respect of the Offer Shares is 4:00 p.m. on Wednesday, 23 March 2011. Details of the procedures for acceptance and payment thereof and the expected timetable for the Open Offer are set out in the Prospectus Documents.

By Order of the Board
Dragon Hill Wuling Automobile Holdings Limited
Sun Shaoli
Chairman

Hong Kong, 8 March 2011

As at the date of this announcement, the Board comprises Mr. Sun Shaoli (Chairman), Mr. Lee Shing (Vice-chairman and Chief Executive Officer), Mr. Wei Hongwen, Mr. Zhong Xianhua, Ms. Liu Yaling, and Mr. Zhou Sheji as executive Directors and Mr. Yu Xiumin, Mr. Zuo Duofu and Mr. Ye Xiang as independent non-executive Directors.

All the Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, 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.

* *For identification purpose only*