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五菱汽車集團控股有限公司 WULING MOTORS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability) (股份代號 Stock Code : 305)

REVISED NOTICE OF SPECIAL GENERAL MEETING

REFERENCE IS MADE to the notice of special general meeting (the “SGM”) of Wuling Motors Holdings Limited (the “Company”) dated 29 September 2011 (the “SGM Notice”) and the circular issued by the Company dated 29 September 2011 (the “Circular”). Due to the hoisting of a tropical cyclone warning no.8 on 29 September 2011 which caused a delay in the dispatch of the SGM Notice and the Circular, where the Company wishes to provide more time to the Shareholders to study and review the documents in relation to the SGM, the Company hereby re-schedules the SGM to 24 October 2011 and issues the revised notice of SGM as detailed below.

REVISED NOTICE IS HEREBY GIVEN that the SGM of the Company will be held at Unit 2805-06, 28th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, at 11:00 a.m. on Monday, 24 October 2011, for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the New Revised GB Trading Agreement (copy of which has been produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder and the proposed revised annual caps of the GB Trading Transactions be and are hereby approved, confirmed and ratified; and
- (b) the Board be and is hereby authorized to take all such actions as it considers necessary or desirable to implement and give effect to the New Revised GB Trading Agreement and the transactions contemplated thereunder.

For the purposes of this resolution, the term “New Revised GB Trading Agreement” and “GB Trading Transactions” shall have the same definition as defined in the circular to the Shareholders of the Company dated 29 September 2011.”

By Order of the Board
Wuling Motors Holdings Limited
Sun Shaoli
Chairman

Hong Kong, 30 September 2011

As at the date of this notice, 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.

Notes:

1. Any member entitled to attend and vote at the SGM (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, in the event of poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be lodged with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM (or at any adjournment thereof). Completion and return of the forms of proxy will not preclude a member from attending the SGM and voting in person if he so wishes. In this event that a member attends the SGM after having lodged his form of proxy, his form of proxy will be deemed to have been revoked.
3. In the case of joint holders of Shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. Shareholders are advised to read the circular to the shareholders of the Company dated 29 September 2011 which contains information concerning the resolution to be proposed in this notice.
5. A new proxy form (the “Revised Proxy Form”) is prepared and dispatched together with this revised notice of SGM for the purpose of the SGM. The Revised Proxy Form shall replace and supersede the proxy form which was previously distributed with the SGM Notice dated 29 September 2011 (the “Previous Proxy Form”) and that the Previous Proxy Form is invalid. Shareholders who have signed and returned the Previous Proxy Form should sign and return the Revised Proxy Form in accordance with instructions of this revised notice of SGM.
6. The ordinary resolution to be proposed at the SGM shall be decided by way of poll.