

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker, licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Wuling Motors Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND
ADOPTION OF THE NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Wuling Motors Holdings Limited to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 28 May 2012 at 3:00 pm is set out on pages 28 to 31 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the meeting or any adjourned meeting thereof if they so wish.

25 April 2012

CONTENTS

| | <i>Page</i> |
|--|-------------|
| Definitions | 1 |
| Letter from the Board | |
| I. Introduction | 4 |
| II. Buyback Mandate and Issue Mandate | 5 |
| III. Re-election of the retiring Directors | 5 |
| IV. Termination of the Existing Share Option Scheme and Adoption of the New Share Option Scheme | 5 |
| V. Annual General Meeting | 7 |
| VI. Recommendations | 8 |
| VII. General information | 8 |
| VIII. Responsibility statement | 8 |
| Appendix I — Explanatory Statement — Buyback Mandate | 9 |
| Appendix II — Details of the retiring Directors proposed to be re-elected at the Annual General Meeting | 13 |
| Appendix III — Summary of the Principal Terms of the New Share Option Scheme | 20 |
| Notice of Annual General Meeting | 28 |

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

| | |
|--------------------------------------|---|
| “Annual General Meeting” or “AGM” | the annual general meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 28 May 2012 at 3:00 pm or any adjournment thereof, to consider, if appropriate to approve the resolutions contained in the notice of annual general meeting which is set out on pages 28 to 31 of this circular |
| “Board” | the board of Directors |
| “Buyback Mandate” | as defined in paragraph II of the Letter from the Board |
| “Bye-law(s)” | the bye-law(s) of the Company in force as at the Latest Practicable Date which were adopted on 30 October 1992 as amended, supplemented or modified from time to time |
| “Company” | Wuling Motors Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange |
| “Directors” | the directors of the Company |
| “Eligible Employee(s)” | employee(s) (whether full time or part time employee(s), including any executive directors but not any non-executive directors) of the company, its Subsidiaries or any Invested Entity |
| “Eligible Grantees” | persons who are eligible to accept the offer of the grant of an Option in accordance with the Existing Share Option Scheme |
| “Existing Share Option Scheme” | the share option scheme as adopted by the Company on 11 June 2002 |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Invested Entity” | any entity in which the Group holds any equity interest |
| “Issue Mandate” | as defined in paragraph II of the Letter from the Board |
| “Latest Practicable Date” | 18 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |

DEFINITIONS

| | |
|---------------------------|--|
| “Listing Committee” | the listing sub-committee of the board of directors of the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time |
| “New Share Option Scheme” | the share option scheme to be proposed to the AGM for approval |
| “Nomination Committee” | The nomination committee of the Company |
| “Options” | option(s) granted to the Eligible Grantees under the Existing Share Option Scheme or to the Participants under the New Share Option Scheme, as the context requires |
| “Participant(s)” | any person belonging to any of the following classes of persons: (a) any Eligible Employee; (b) any non-executive director (including independent non-executive directors) of the Company, any of its Subsidiaries or any Invested Entity; (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of the Group or any Invested Entity; (e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity. |
| “Remuneration Committee” | the remuneration committee of the Company |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time |
| “Share(s)” | ordinary share(s) of HK\$0.004 each in the share capital of the Company |
| “Shareholders” | holders of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

DEFINITIONS

| | |
|-------------------|--|
| “Subsidiary(ies)” | a subsidiary of the Company within the meaning of Section 2 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), whether incorporated in Hong Kong or elsewhere |
| “Takeovers Code” | The Hong Kong Code on Takeovers and Mergers, as amended from time to time |

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Sun Shaoli (*Chairman*)
Mr. Lee Shing (*Vice-chairman & Chief Executive Officer*)
Mr. Wei Hongwen
Mr. Zhong Xianhua
Ms. Liu Yaling
Mr. Zhou Sheji

Independent non-executive Directors:

Mr. Yu Xiumin
Mr. Zuo Duofu
Mr. Ye Xiang

Registered office:

Canon's Court,
22 Victoria Street,
Hamilton HM12,
Bermuda.

*Principal place of business
in Hong Kong:*

Unit 2805-06,
28th Floor, Office Tower,
Convention Plaza,
No.1 Harbour Road,
Wanchai, Hong Kong.

25 April 2012

*To the Shareholders, and for information purpose only, holders of the Options and
holders of the convertible notes issued by the Company*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND
ADOPTION OF THE NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for the approval of, among other things, (i) the granting of the Buyback Mandate and the Issue Mandate to the Directors; (ii) the re-election of the retiring Directors; and (iii) the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme. The Board has confirmed that having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the resolutions as set out in the notice of the AGM.

LETTER FROM THE BOARD

II. BUYBACK MANDATE AND ISSUE MANDATE

At the annual general meeting of the Company held on 27 May 2011, the Buyback Mandate was given to the Directors to repurchase securities of the Company and the Issue Mandate was given to the Directors to issue securities of the Company. Both of them will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, ordinary resolutions in relation to the following will be proposed:

- (i) to grant to the Directors a general mandate to exercise the powers of the Company to undertake repurchases of the Company's Shares up to a maximum of 10% of the total issued share capital of the Company on the date of passing of the relevant ordinary resolution (the "Buyback Mandate");
- (ii) to grant a general mandate to the Directors to issue Shares up to a maximum of 20% of the total issued share capital of the Company on the date of passing of the relevant ordinary resolution (the "Issue Mandate"); and
- (iii) to extend the Issue Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions numbered 5 and 6 set out in the notice of the Annual General Meeting. The Directors wish to state that as at the Latest Practicable Date, they had no present intention of issuing any securities of the Company.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Buyback Mandate. An explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

III. RE-ELECTION OF THE RETIRING DIRECTORS

Messrs. Sun Shaoli, Lee Shing, Wei Hongwen and Liu Yaling shall retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to Bye-law 99(B) of the Company.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

IV. TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND ADOPTION OF THE NEW SHARE OPTION SCHEME

An ordinary resolution is proposed to be passed by the Company at the Annual General Meeting to approve the adoption of the New Share Option Scheme pursuant to which the Participants may be granted Options for the subscription of the Shares upon and subject to the terms and conditions of the rules of the New Share Option Scheme.

LETTER FROM THE BOARD

A summary of the principal terms of the rules of the New Share Option Scheme which is proposed to be approved and adopted by the Company at the Annual General Meeting is set out in the Appendix III to this circular. A copy of the New Share Option Scheme is available for inspection at the principal place of business of the Company at Unit 2805-06, 28th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong during normal business hours from the date hereof up to and including the date which is 14 days from the date of this circular.

On 11 June 2002, the Company adopted the Existing Share Option Scheme for the Eligible Grantees pursuant to which Options to subscribe for an aggregate of up to 10 percent of the issued share capital of the Company from time to time can be granted. As at the Latest Practicable Date, the issued share capital of the Company was HK\$4,682,422, being the aggregate nominal amount of 1,170,605,390 Shares which are in issue. Under the Existing Share Option Scheme, the Company can grant Options for the subscription of up to 100,129,604 Shares to the Eligible Grantees, the aggregate nominal amount of which representing 10 percent of the issued share capital of the Company without taking into account any Shares issued and allotted pursuant to the exercise of Options granted under the Existing Share Option Scheme. As at the Latest Practicable Date, the Company had granted Options for the subscription of a total of 79,481,969 Shares under the Existing Share Option Scheme to the Eligible Grantees, of which 2,080,000 Options had been exercised, Options to subscribe for 13,169,013 Shares have been cancelled or lapsed and Options to subscribe for 64,232,956 Shares remained outstanding. The Directors confirm that prior to the Annual General Meeting, they will not grant any further option under the Existing Share Option Scheme. There is no other share option scheme of the Company besides the Existing Share Option Scheme.

The New Share Option Scheme is to be adopted conditionally upon:

- (i) the passing of the ordinary resolution at the Annual General Meeting approving the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme; and
- (ii) the Listing Committee granting the listing of, and permission to deal in any new Shares to be issued upon the exercise of any Options that may be granted under the New Share Option Scheme.

The Existing Share Option Scheme will be terminated on the New Share Option Scheme coming into effect upon the fulfillment of the conditions set out above. Upon termination of the Existing Share Option Scheme, no further option can be granted thereunder but in all other respects, the provisions of the Existing Share Option Scheme shall remain in force and any option granted prior to such termination shall continue to be valid and exercisable in accordance therewith.

Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of the adoption of the New Share Option Scheme, the number of Shares that may be issued pursuant to the New Share Option Scheme on the date of its adoption and any other share option schemes will be 117,060,539 Shares, the aggregate nominal amount of which representing 10 percent of the Company's issued capital as at the date passing the ordinary resolution.

Save for a few changes that have been made in the New Share Option Scheme to conform with the market practices, the terms of the New Share Option Scheme and the Existing Share Option Scheme are broadly similar. The terms of the New Share Option Scheme provide that in granting the Options under

LETTER FROM THE BOARD

the New Share Option Scheme, the Board may offer to grant any Option subject to such terms and conditions in relation to the minimum period of the Option to be held and/or the performance criteria to be satisfied before such Option can be exercised and/or any other terms as the Board may determine in its absolute discretion. The Board will also have the discretion in determining the subscription price in respect of any Option, provided that the relevant requirements in the Listing Rules are complied with. The Directors are of the view that the flexibility given to the Directors to impose the minimum period for which the Options have to be held and performance targets and other conditions that have to be achieved before the Options can be exercised, will place the Group in a better position to attract human resources that are valuable to the growth and development of the Group as a whole. There will not be any trustee of the New Share Option Scheme.

The Directors consider that it is not appropriate to state the value of all the Options that can be granted under the New Share Option Scheme as if they had been granted at the Latest Practicable Date prior to the approval of the New Share Option Scheme given that the variables which are crucial for the calculation of the value of such Options cannot be determined. The variables which are critical for the determination of the value of such Options include the subscription price for the Shares upon the exercise of the subscription rights attaching to the Options, whether or not any Options will be granted under the New Share Option Scheme and the timing of the granting of such Options, the period during which the subscription rights may be exercised, the discretion of the Board to impose any performance target that has to be achieved before the subscription right attaching to the Options can be exercised, any other conditions that the Board may impose on the grantees of the Options, and whether or not such Options if granted will be exercised by the Option holders. The subscription price payable for the Shares depends on the price of the Shares as quoted on the Stock Exchange, which in turn depends on when the Board is to grant Options under the New Share Option Scheme. It is also difficult to ascertain with accuracy the subscription price of the Shares given the volatility the Share price may be subject to fluctuation during the ten year life span of the New Share Option Scheme. In light of the above, the Directors are of the view that the value of the Options depends on a number of variables which are either difficult to ascertain or can only be ascertained subject to a number of theoretical basis and speculative assumptions. Accordingly, the Directors believe that any calculation of the value of the Options as of the Latest Practicable Date as if they were granted will not be meaningful and may be misleading to Shareholders in the circumstances.

V. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 28 to 31 of this circular. At the Annual General Meeting, resolutions will be proposed to consider and, if thought fit, to approve, among other things, (a) the granting of the Buyback Mandate and the Issue Mandate; (b) the extension of the Issue Mandate to the Directors by the addition of the number of Shares repurchased pursuant to the Buyback Mandate; (c) the re-election of the retiring Directors; and (d) the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme.

Pursuant to Bye-law 69 and Rules 13.39(4) of the Listing Rules, all resolutions to be proposed at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in accordance with the requirements of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular. If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

VI. RECOMMENDATIONS

The Board considers that the proposed granting of the Buyback Mandate and the Issue Mandate and extension of the Issue Mandate to the Directors, the re-election of the retiring Directors, termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

VII. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement — Buyback Mandate), Appendix II (Details of the retiring Directors proposed to be re-elected at the Annual General Meeting) and Appendix III (Summary of the principal terms of the New Share Option Scheme) to this circular.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 circular 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 circular misleading.

Yours faithfully
On behalf of the Board
Sun Shaoli
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information for your consideration of the proposed Buyback Mandate.

1. REASONS FOR SHARE BUYBACK

The Directors believe that the proposed granting of the Buyback Mandate is in the interests of the Company and its Shareholders.

Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company and thereby resulting in an increase in net assets and/or earnings per Share. Although the Directors have no present intention of repurchasing any securities of the Company, they believe that the flexibility provided by the Buyback Mandate would be beneficial to the Company and its Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,170,605,390 Shares. Subject to the passing of the ordinary resolution numbered 4 set out in the notice of the Annual General Meeting and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 117,060,539 Shares during the period in which the Buyback Mandate remains in force.

3. FUNDING OF REPURCHASES

In repurchasing Shares under the Buyback Mandate, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules, the laws of Bermuda and other applicable laws.

Share shall not be repurchased for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. The Directors propose that repurchases of Shares under the Buyback Mandate in these circumstances would be financed from the Company's internal resources or existing banking facilities.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2011) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

4. MARKET PRICES OF SHARES

The highest and lowest market prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

| | Share Prices (Per Share) | |
|---|-----------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2011 | | |
| April | 1.17 | 1.00 |
| May | 1.17 | 1.03 |
| June | 1.14 | 0.98 |
| July | 1.08 | 0.93 |
| August | 0.96 | 0.70 |
| September | 0.89 | 0.55 |
| October | 0.72 | 0.52 |
| November | 0.70 | 0.61 |
| December | 0.71 | 0.62 |
| 2012 | | |
| January | 0.65 | 0.51 |
| February | 0.68 | 0.56 |
| March | 0.81 | 0.59 |
| April (up to the Latest Practicable Date) | 0.61 | 0.58 |

5. DISCLOSURE OF INTEREST

As at the Latest Practicable Date, the number of Shares held by persons having 5% or more interests were as follows:

| Substantial Shareholders | Capacity | Number of Shares | Percentage of issued share capital |
|--|-------------------------------------|----------------------------------|------------------------------------|
| Mr. Lee Shing (<i>note 1</i>) | Interests in controlled corporation | 281,622,914 | 24.06% |
| Dragon Hill Development Limited (俊山發展有限公司) ("Dragon Hill") (<i>note 1</i>) | Beneficial Owner | 281,622,914 | 24.06% |
| 五菱(香港)控股有限公司 (Wuling (Hong Kong) Holdings Limited) ("Wuling HK Holdings") (<i>notes 2 and 3</i>) | Beneficial Owner | 433,651,975 (<i>note 3</i>) | 37.05% |
| 五菱汽車(香港)有限公司 Wuling Motors (Hong Kong) Company Limited ("Wuling HK") (<i>notes 2 and 3</i>) | Interests in controlled corporation | 433,651,975 (<i>note 3</i>) | 37.05% |
| 柳州五菱汽車有限責任公司 (Liuzhou Wuling Motors Company Limited) ("Liuzhou Wuling") (<i>notes 2 and 3</i>) | Interests in controlled corporation | 433,651,975 (<i>note 3</i>) | 37.05% |

Notes:

- (1) The entire issued share capital of Dragon Hill is legally and beneficially owned by Mr. Lee Shing, an executive Director. Accordingly, this parcel of Shares has also been disclosed as long positions of Mr. Lee Shing under the above section.
- (2) The entire issued share capital of Wuling HK Holdings is held by Wuling HK, whereas the entire issued share capital of Wuling HK is held by Liuzhou Wuling. Accordingly, Wuling HK and Liuzhou Wuling are deemed to be interested in the Shares in which Wuling HK Holdings is interested under the SFO.
- (3) Apart from 433,651,975 Shares beneficially owned by Wuling HK Holdings as at the Latest Practicable Date, Wuling HK Holdings, Wuling HK and Liuzhou Wuling were also interested in 136,986,300 Shares issuable to Wuling HK Holdings upon exercise in full of the conversion rights attaching to a convertible notes issued by the Company to Wuling HK Holdings on 12 January 2009 according to a subscription agreement dated 28 November 2008, details of which have been fully disclosed in the circular and the announcement of the Company dated 16 December 2008 and 12 March 2010, respectively.

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any associates of the Directors, have any present intention to sell any Shares to the Company in the event that the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Buyback Mandate in accordance with the Bye-laws, the Listing Rules, the laws of Bermuda and other applicable laws.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the Buyback Mandate is approved by its Shareholders.

If as a result of a repurchase of securities of the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of such increase, could increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that the substantial Shareholders do not dispose of its Shares, if the Buyback Mandate were exercised in full, the percentage shareholdings of any persons having 5% or more interests in the Shares before and after such repurchase would be as follows:

| Substantial Shareholders | Before Buyback Mandate | After Buyback Mandate |
|---------------------------------|-----------------------------------|----------------------------------|
| Mr. Lee Shing | 24.06% | 26.73% |
| Dragon Hill | 24.06% | 26.73% |
| Wuling HK Holdings | 37.05% | 41.16% |
| Wuling HK | 37.05% | 41.16% |
| Liuzhou Wuling | 37.05% | 41.16% |

The Directors consider that such an increase would give rise to an obligation on the part of Wuling HK Holdings, Wuling HK and Liuzhou Wuling to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors consider that, in absence of any special circumstances, they have no intention to exercise the Buyback Mandate to such an extent.

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company nor any of its subsidiaries (whether on the Stock Exchange or otherwise) during the last six months immediately preceding the Latest Practicable Date.

Stated below are the details of the Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Bye-laws:

(1) MR. SUN SHAOLI, AGED 56, AN EXECUTIVE DIRECTOR (“Mr. Sun”)

(a) Positions held with the Group

Mr. Sun was appointed as an executive Director and the Chairman of the Company on 10 September 2007 and 4 January 2010, respectively. Mr. Sun is also a member of the Nomination Committee. Other than that, Mr. Sun also holds directorship in other principal subsidiaries of the Company. He is currently the chairman of the board of directors of 柳州五菱汽車工業有限公司 (Liuzhou Wuling Motors Industrial Company Limited (“Wuling Industrial”)) and 柳州五菱柳機動力有限公司 (Liuzhou Wuling Liuji Motors Company Limited (“Wuling Liuji”)), both of them principal subsidiaries of the Company.

(b) Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications

Mr. Sun obtained a master degree in business administration from Harbin Industrial University (哈爾濱工業大學) in 1988 and is a senior economist. Mr. Sun has more than 29 years’ experience in the automobile manufacturing industry. Mr. Sun is currently the chairman of the board of directors of 柳州五菱汽車有限責任公司 (Liuzhou Wuling Motors Company Limited (“Liuzhou Wuling”)), a director of each of Wuling Motors (Hong Kong) Company Limited (“Wuling HK”) and Wuling (Hong Kong) Holdings Limited (“Wuling HK Holdings”) direct and indirect wholly-owned subsidiary of Liuzhou Wuling, all of them are substantial Shareholders of the Company. Mr. Sun does not hold or did not hold any directorships in other public listed companies in the past 3 years.

(c) Length or proposed length of service with the Company

Mr. Sun is an executive Director of the Company since September 2007. There is no service contract entered into between Mr. Sun and the Company. Mr. Sun is not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the provision of the Bye-laws. The re-election of Mr. Sun as executive Director has been approved by the Board.

(d) Relationships with any directors, senior management or substantial or controlling Shareholders of the Company

Save as disclosed in (b) above, Mr. Sun does not have any relationships with any directors, senior management or substantial or controlling Shareholders of the Company.

(e) Interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance

As at the Latest Practicable Date, Mr. Sun held 1,813,636 share options granted by the Company, in which (i) 906,818 share options may be exercised between 21 January 2010 to 31 December 2012 (both days inclusive); and (ii) 906,818 share options shall be exercised between 21

January 2011 to 31 December 2013 (both days inclusive) with the exercise price of HK\$1.062 (adjusted) per option. Other than disclosed above, Mr. Sun does not have any interest in the Company's Shares within the meaning of Part XV of the SFO.

(f) Amount of the director's emoluments and the basis of determining the Director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the Director has or does not have a service contract) and how much of these emoluments are covered by a service contract

Mr. Sun, as the Chairman and an executive Director, receives HK\$18,000 per month as fee, a bonus of not more than one month fee payable on discretion and is eligible for participating into the Company's share option scheme. Besides, Mr. Sun also receives salary from Wuling Industrial for his services as a director of this subsidiary which compensation package comprises a base salary payment, an incentive annual salary which is remunerated in accordance with the business performance of Wuling Industrial and other benefits which include primarily contribution to statutory pension plan. Mr. Sun's compensation package is determined with reference to his duties and responsibilities in the Group, its business performance, profitability and market conditions, and has been approved by the Board and the Remuneration Committee. Total remuneration paid to Mr. Sun for the year ended 31 December 2011 is set out in note 10 to the financial statements of the Company's 2011 annual report.

(g) Disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

There is no information which is discloseable nor is/was Mr. Sun involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) Other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Sun as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2).

(2) MR. LEE SHING, AGED 54, AN EXECUTIVE DIRECTOR ("Mr. Lee")

(a) Positions held with the Group

Mr. Lee was appointed as an executive director of the Company on 22 June 2006. He is also currently the Vice-chairman and Chief Executive Officer of the Company and a member of the Nomination Committee. Other than that, Mr. Lee also holds directorship in our principal subsidiaries namely, Wuling Industrial, Wuling Liuji, 柳州五菱汽車聯合發展有限公司 (Liuzhou Wuling Motors United Development Limited ("Wuling United")) and 柳州五菱專用汽車製造有限公司 (Liuzhou Wuling Specialized Vehicles Manufactory Company Limited ("Wuling Specialized Vehicles")).

(b) Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications

Mr. Lee has extensive experiences in the trading and manufacturing businesses in Hong Kong and the PRC. He is currently a member of the Committee of The Chinese People's Political Consultative Conference of Liuzhou, Guangxi Province, the PRC. Mr. Lee is currently an executive director of Grand T G Gold Holdings Limited (stock code: 8299), a company listed on the Growth Enterprise Market of the Stock Exchange). Save as disclosed above, Mr. Lee has not held any directorship in other public listed companies in the last 3 years.

(c) Length or proposed length of service with the Company

Mr. Lee is an executive Director of the Company since June 2006. There is no service contract entered into between Mr. Lee and the Company. Mr. Lee is not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the provision of the Bye-laws. The re-election of Mr. Lee as executive Director has been approved by the Board.

(d) Relationships with any directors, senior management or substantial or controlling Shareholders of the Company

Mr. Lee is the sole shareholder and sole director of Dragon Hill Development Limited, a substantial Shareholder of the Company. Other than that, Mr. Lee does not have any relationships with any directors, senior management or substantial Shareholders of the Company.

(e) Interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance

As at the Latest Practicable Date, Mr. Lee is taken to be interested in 281,622,914 Shares (24.06%) of the issued share capital of the Company within the meaning of Part XV of the SFO.

Besides, as at the Latest Practicable Date, Mr. Lee held 1,813,636 share options granted by the Company, in which (i) 906,818 share options may be exercised between 21 January 2010 to 31 December 2012 (both days inclusive); and (ii) 906,818 share options shall be exercised between 21 January 2011 to 31 December 2013 (both days inclusive) with the exercise price of HK\$1.062 (adjusted) per option. In addition, Ms. Kwan To Yin, the spouse of Mr. Lee, also held 705,302 share options granted by the Company, in which (i) 352,651 share options may be exercised between 21 January 2010 to 31 December 2012 (both days inclusive); and (ii) 352,651 share options shall be exercised between 21 January 2011 to 31 December 2013 (both days inclusive) with the exercise price of HK\$1.062 (adjusted) per option. Other than disclosed above, Mr. Lee does not have any interest in the Company's Shares within the meaning of Part XV of the SFO.

- (f) Amount of the director's emoluments and the basis of determining the Director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the Director has or does not have a service contract) and how much of these emoluments are covered by a service contract**

Mr. Lee, as the Vice-chairman, Chief Executive Officer and an executive Director, receives HK\$118,000 per month as fee, a bonus of not more than one month fee payable on discretion and is eligible for participating into the Company's statutory pension plan, share option scheme and entitles other fringe benefits according to the Company's policy. Mr. Lee's compensation package is determined with reference to his duties and responsibilities in the Group, its business performance, profitability and market conditions, and has been approved by the Board and the Remuneration Committee. Total remuneration paid to Mr. Lee for the year ended 31 December 2011 is set out in note 10 to the financial statements of the Company's 2011 annual report.

- (g) Disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules**

There is no information which is discloseable nor is/was Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

- (h) Other matters that need to be brought to the attention of the Shareholders of the Company**

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lee as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2).

(3) MR. WEI HONGWEN, AGED 49, AN EXECUTIVE DIRECTOR ("Mr. Wei")

- (a) Positions held with the Group**

Mr. Wei was appointed an executive Director of the Company on 10 September 2007. Other than that, Mr. Wei also holds directorship in other principal subsidiaries of the Company. He is currently a director and the general manager of Wuling Industrial, the chairman of the board of Wuling United and Wuling Specialized Vehicles and a director of Wuling Liuji, all of them being principal subsidiaries of the Company. Mr. Wei is in charge of the daily operations of our specialized vehicles, automotive engines and components manufacturing business.

- (b) Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications**

Mr. Wei obtained a master degree in economics from Sun Yat-Sen University (中山大學) in 1995 and is a professor level senior engineer. Mr. Wei has about 29 years' experience in the automobile manufacturing industry. Mr. Wei is currently a director of Liuzhou Wuling, Wuling HK Holdings and Wuling HK, all of them substantial Shareholders of the Company and a director of SAIC-GM-Wuling Automobile Co. Ltd. ("SGMW"), a joint venture in which Liuzhou Wuling has

beneficial interest, and is currently a major customer of the automotive engines and components businesses of the Group. Mr. Wei does not hold or did not hold any directorships in other public listed companies in the past 3 years.

(c) Length or proposed length of service with the Company

Mr. Wei is an executive Director of the Company since September 2007. There is no service contract entered into between Mr. Wei and the Company. Mr. Wei is not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the provision of the Bye-laws. The re-election of Mr. Wei as executive Director has been approved by the Board.

(d) Relationships with any directors, senior management or substantial or controlling Shareholders of the Company

Save as disclosed in (b) above, Mr. Wei does not have any relationships with any directors, senior management or substantial or controlling Shareholders of the Company.

(e) Interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance

As at the Latest Practicable Date, Mr. Wei is interested in 200,000 Shares (0.02%) of the issued shares capital of the Company within the meaning of Part XV of the SFO. Besides, as at the Latest Practicable Date, Mr. Wei held 1,612,120 share options granted by the Company, in which (i) 806,000 share options may be exercised between 21 January 2010 to 31 December 2012 (both days inclusive); and (ii) 806,000 share options shall be exercised between 21 January 2011 to 31 December 2013 (both days inclusive) with the exercise price of HK\$1.062 (adjusted) per option. Other than disclosed above, Mr. Wei does not have any interest in the Company's Shares within the meaning of Part XV of the SFO.

(f) Amount of the director's emoluments and the basis of determining the Director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the Director has or does not have a service contract) and how much of these emoluments are covered by a service contract

Mr. Wei, as an executive Director, receives HK\$18,000 per month as fee, a bonus of not more than one month fee payable on discretion and is eligible for participating into the Company's share option scheme. Besides, Mr. Wei also receives salary from Wuling Industrial for his services as a director of this subsidiary which compensation package comprises a base salary payment, an incentive annual salary which is remunerated in accordance with the business performance of Wuling Industrial and other benefits which include primarily contribution to statutory pension plan. Mr. Wei's compensation package is determined with reference to his duties and responsibilities in the Group, its business performance, profitability and market conditions, and has been approved by the Board and the Remuneration Committee. Total remuneration paid to Mr. Wei for the year ended 31 December 2011 is set out in note 10 to the financial statements of the Company's 2011 annual report.

(g) Disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

There is no information which is discloseable nor is/was Mr. Wei involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) Other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Wei as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2).

(4) MS. LIU YALING, AGED 36, AN EXECUTIVE DIRECTOR (“Ms. Liu”)

(a) Positions held with the Group

Ms. Liu was appointed an executive Director of the Company on 22 June 2006. Other than that, Ms. Liu also holds directorship in our subsidiaries namely, Dragon Hill Credit Limited, Dragon Hill (HK) Limited, Hilcrest Limited and Jenpoint Limited.

(b) Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications

Ms. Liu has a postgraduate education background. She is a qualified accountant in the PRC specializing in financial management. Ms. Liu gains her working experience in the automobile manufacturing industry and has approximately 13 years of experience in the finance and accounting profession in the PRC. Ms. Liu is a member of the International Association of Registered Financial Planners and an Associate member of the Institute of Financial Accountants. Ms. Liu does not hold or did not hold any directorships in other listed companies in the past 3 years.

(c) Length or proposed length of service with the Company

Ms. Liu is an executive Director of the Company since June 2006. There is no service contract entered into between Ms. Liu and the Company. Ms. Liu is not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the provision of the Bye-laws. The re-election of Ms. Liu as executive Director has been approved by the Board.

(d) Relationships with any directors, senior management or substantial or controlling Shareholders of the Company

Ms. Liu does not have any relationships with any directors, senior management or substantial or controlling Shareholders of the Company.

(e) Interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance

As at the Latest Practicable Date, Ms. Liu held 1,612,120 share options granted by the Company, in which (i) 806,060 share options may be exercised between 21 January 2010 to 31 December 2012 (both days inclusive); and (ii) 806,060 share options shall be exercised between 21 January 2011 to 31 December 2013 (both days inclusive) with the exercise price of HK\$1.062 (adjusted) per option. Other than disclosed above, Ms. Liu does not have any interest in the Company's Shares within the meaning of Part XV of the SFO.

(f) Amount of the director's emoluments and the basis of determining the Director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the Director has or does not have a service contract) and how much of these emoluments are covered by a service contract

Ms. Liu, as an executive Director, receives HK\$18,000 per month as fee, a bonus of not more than one month fee payable on discretion and is eligible for participating into the Company's share option scheme. Ms. Liu's compensation package is determined with reference to her duties and responsibilities in the Group, its business performance, profitability and market conditions, and has been approved by the Board and the Remuneration Committee. Total remuneration paid to Ms. Liu for the year ended 31 December 2011 is set out in note 10 to the financial statements of the Company's 2011 annual report.

(g) Disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

There is no information which is discloseable nor is/was Ms. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) Other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there are no other matters in relation to the re-election of Ms. Liu as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2).

This Appendix summaries the principal terms of the New Share Option Scheme but does not form part of, nor was it intended to be, part of the New Share Option Scheme.

(a) Purpose of the Scheme

The purpose of the New Share Option Scheme is to provide incentives or rewards to Participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any Invested Entity.

(b) Who may join

The Directors may, at their absolute discretion, invite any person belonging to any of the following classes of Participants, to take up Options to subscribe for Shares:

- (aa) any Eligible Employee;
- (bb) any non-executive director (including independent non-executive directors) of the Company, any of its Subsidiaries or any Invested Entity;
- (cc) any supplier of goods or services to any member of the Group or any Invested Entity;
- (dd) any customer of the Group or any Invested Entity;
- (ee) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and
- (ff) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

For the avoidance of doubt, the grant of any options by the Company for the subscription of Shares or other securities of the Group to any person who fall within any of the above classes of Participants shall not, by itself, unless the Directors otherwise determined, be construed as a grant of Option under the New Share Option Scheme.

The basis of eligibility of any of the above classes of Participants to the grant of any Options shall be determined by the Directors from time to time on the basis of their contribution to the development and growth of the Group and the Invested Entity.

(c) Maximum number of Shares

- (aa) The maximum number of Shares to be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30 percent of the issued share capital of the Company from time to time. No option may be granted under the New Share Option Scheme if this will result in the limit being exceeded.

- (bb) The total number of Shares which may be issued upon exercise of all Options (excluding, for this purpose, Options which have lapsed in accordance with the terms of the New Share Option Scheme and any other share option schemes of the Company) to be granted under the New Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10 percent of the Shares in issue as at the date of the passing of the ordinary resolution (the “General Scheme Limit”).
- (cc) Subject to (aa) above and without prejudice to (dd) below, the Company may seek approval of the Shareholders in general meeting of the Company to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes of the Company under the limit as “refreshed” must not exceed 10 percent of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit as “refreshed”, Options (including those outstanding, cancelled, lapsed or exercised in accordance with the New Share Option Scheme and any other share option schemes of the Company) previously granted under the New Share Option Scheme and any other share option schemes of the Company will not be counted.
- (dd) Subject to (aa) above and without prejudice to (cc) above, the Company may issue a circular to the Shareholders and seek separate Shareholders’ approval in general meeting of the Company to grant Options beyond the General Scheme Limit or, if applicable, the limit referred to in (cc) above to Participants specifically identified by the Company before such approval is sought.

(d) Maximum entitlement of each Participant

The total number of Shares issued and which may fall to be issued upon exercise of the Options granted under the New Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding Options) to each Participant in any 12-month period must not exceed 1 percent of the issued share capital of the Company for the time being (the “Individual Limit”). Any further grant of Options to a Participant in excess of the Individual Limit (including exercised, cancelled and outstanding Options) in any 12-month period up to and including the date of such further grant must be subject to the issue of a circular containing information as required under Rule 17.03(4) of the Listing Rules to the Shareholders and the Shareholders’ approval in general meeting of the Company with such Participant and his associates abstaining from voting.

(e) Grant of Options to connected persons

- (aa) Any grant of Options under the New Share Option Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options).
- (bb) Where any grant of Options to a substantial shareholder of the Company or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month

period up to and including the date of such grant:

- (i) representing in aggregate over 0.1 percent of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000;

such further grant of Options must be approved by the Shareholders in a general meeting of the Company. The Company must send a circular containing information as required under Rule 17.04 of the Listing Rules to the Shareholders. All connected persons of the Company must abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at such general meeting to approve the grant of such Options must be taken on a poll. Any change in the terms of the Options granted to a substantial shareholder of the Company or an independent non-executive Director, or any of their respective associates must be approved by the Shareholders in general meeting.

(f) Time of acceptance and exercise of an Option

An offer of grant of an Option may be accepted by a Participant within 28 days from the date of the offer of grant of the Option. A consideration of HK\$1.00 is payable on the acceptance of the offer of grant of an Option.

An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on the day on which the offer for the grant of Options is made but shall end in any event not later than 10 years from the date the Board makes an offer of the grant of an Option subject to the provisions for early termination thereof.

Unless the Directors otherwise determined and stated in the offer of the grant of Options to a Participant, there is no minimum period for which an Option granted under the New Share Option Scheme must be held before it can be exercised.

(g) Performance targets

Unless the Directors otherwise determined and stated in the offer of the grant of Options to a Participant, a Participant is not required to achieve any performance targets before any Options granted under the New Share Option Scheme can be exercised.

(h) Subscription price for Shares

The subscription price for the Shares under the New Share Option Scheme shall be a price to be determined by the Directors, but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a trading day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares. Without prejudice to the generality of the foregoing, the Directors may

grant Options in respect of which the subscription price is fixed at different prices for different periods during the Option Period (as defined in the New Share Option Scheme) provided that the subscription price for Shares for each of the different periods shall not be less than the subscription price determined in the manner set out herein.

(i) Ranking of Shares

- (aa) Shares allotted upon the exercise of an Option will be subject to all the provisions of the Bye-laws of the Company and will rank *pari passu* in all respects with the fully paid Shares in issue as from the day when the name of the grantee is registered on the register of members of the Company and accordingly will entitle the holders of such Shares to participate in all dividends or other distributions paid or made on or after the date when the name of the grantee is registered on the register of members of the Company other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date when the name of the grantee is registered on the register of members of the Company, provided always that when the date of exercise of the Option falls on a day upon which the register of members of the Company is closed then the exercise of the Option shall become effective on the first business day in Hong Kong on which the register of members of the Company is re-opened. A Share allotted upon the exercise of an Option shall not carry voting rights until the completion of the registration of the grantee as the holder thereof.
- (bb) Unless the context otherwise requires, references to “Shares” in this paragraph include references to shares in the ordinary equity share capital of the Company of such nominal amount as shall result from a sub-division, consolidation, re-classification or reduction of the share capital of the Company from time to time.

(j) Restrictions on the time of grant of Options

No offer for grant of Options shall be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced pursuant to the requirements of the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, no Option may be granted.

The Directors may not grant any Option to a Participant who is a Director during the periods or times in which Directors are prohibited from dealing in shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by or applicable to the Company.

(k) Period of the New Share Option Scheme

The New Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the conditions set out in the New Share Option Scheme are satisfied.

(l) Rights on ceasing employment

If the grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee for any reason other than death or serious misconduct or other grounds referred to in sub-paragraph (n) below before exercising his or her Option in full, the Option (to the extent which has become exercisable and not already exercised) will lapse on the date of cessation and will not be exercisable unless the Directors otherwise determine in which event the grantee may exercise the Option (to the extent not already exercised) in whole or in part within such period as the Directors may determine following the date of such cessation, which will be taken to be the last day on which the grantee was at work with the Group or the Invested Entity whether salary is paid in lieu of notice or not.

(m) Rights on death

If the grantee of an Option ceases to be a Participant by reason of death before exercising the Option in full (provided that none of the events which would be a ground for termination of his or her employment under sub-paragraph (n) below arises prior to his or her death), the legal personal representative of this grantee shall be entitled within a period of 12 months from the date of death (or such longer period as the Board may determine) to exercise the Option (to the extent which has become exercisable and not already exercised).

(n) Rights on dismissal

If the grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee by reason that he or she has been guilty of misconduct or has committed an act of bankruptcy or has become insolvent or has made any arrangements or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or (if so determined by the Board) on any ground on which an employer would be entitled to terminate his or her employment at common law or pursuant to any applicable laws or under the Eligible Employee's service contract with the Company or the relevant Subsidiary or the relevant Invested Entity, his or her Option will lapse automatically on the date the grantee ceases to be an Eligible Employee.

(o) Rights on breach of contract

If the Directors at their absolute discretion determine that the grantee of any Option (other than an Eligible Employee) or his or her associate has committed any breach of any contract entered into between the grantee or his or her associate on the one part and the Group or any Invested Entity on the other part or that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his or her creditors generally, the Directors shall determine that the outstanding Options granted to the grantee shall lapse. In such event, his or her Options will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined.

(p) Rights on a general offer

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, Shareholders of the Company. If such offer becomes or is declared unconditional, a grantee shall be entitled to exercise his or her Option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to the Company in exercise of his or her Option at any time within 14 days after the date on which such offer becomes or is declared unconditional. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date on which such offer (or, as the case may be, revised offer) closes.

(q) Rights on winding-up

In the event of an effective resolution being proposed for the voluntary winding-up of the Company during the option period, the grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time no later than two business days prior to the date on which such resolution is to be passed, exercise his or her Option (to the extent which has become exercisable and not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the New Share Option Scheme and shall accordingly be entitled, in respect of the Shares falling to be allotted and issued upon the exercise of his or her Option, to participate in the distribution of the assets of the Company available in liquidation *pari passu* with the Shares in issue on the date prior to the date of the passing of the resolution to wind-up the Company. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date of the commencement of the winding-up of the Company.

(r) Rights on compromise or arrangement between the Company and its creditors

In the event of a compromise or arrangement between the Company and its creditors (or any class of them) or between the Company and its members (or any class of them), in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme or arrangement, and thereupon any grantee (or his or her legal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date falling two calendar months thereafter and the date on which such compromise or arrangement is sanctioned by the Court (as defined in the New Share Option Scheme) be entitled to exercise his or her Option (to the extent which has become exercisable and not already exercised), but the exercise of the Option shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. The Company may thereafter require such grantee to transfer or otherwise deal with the Shares issued as a result of such exercise of his or her Option so as to place the grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date the proposed compromise or arrangement becomes effective.

(s) Adjustments of the subscription price or other terms

In the event of any capitalization issue, right issue, open offer (if there is a price dilutive element), consolidation, subdivision of Shares, or reduction of capital of the Company in accordance with applicable laws and regulatory requirements, (other than an issue of Shares as consideration in respect of a transaction to which the Company is a party), such corresponding adjustments (if any) shall be made in:

(aa) the number of Shares subject to any outstanding Options; and/or

(bb) the Subscription Price,

as the approved independent financial adviser or Auditors shall certify in writing to the Board to be in their opinion fair and reasonable, provided that any adjustment shall be made on the basis that the proportion of the issued share capital of the Company (as interpreted in accordance with the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to share option scheme) to which a grantee is entitled after such adjustment shall remain the same as that to which he was entitled before such adjustment and the aggregate Subscription Price payable by a grantee on the full exercise of any Option shall remain as nearly as possible the same as (but shall not be greater than) it was before such event and no such adjustment shall be made the effect of which would be to enable any Share to be issued at less than its nominal value.

In addition, in respect of any such adjustment as provided in this section(s), other than any adjustment made on a capitalization issue, an independent financial adviser or the Auditors must confirm in writing to the Directors that the adjustments satisfy the requirements set out in Rule 17.03(13) of the Listing Rules and the note thereto and the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to share option schemes and/or such other requirement prescribed under the Listing Rules from time to time.

The capacity of the independent financial adviser or the Auditors in this section(s) is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final, conclusive and binding on the Company and the grantees.

The costs of the independent financial advisers or the Auditors shall be borne by the Company.

(t) Cancellation of Options

Any cancellation of Options granted but not exercised must be approved by the grantees of the relevant Options in writing. For the avoidance of doubt, Options which have been exercised shall not be included as cancelled Options. Where the Company cancels Options and issues new ones to the same grantee, the issue of such new options may only be made under the New Share Option Scheme and any other share option schemes of the Company with available unissued options (excluding the cancelled Options) within the limit approved by Shareholders as mentioned in note (1) of Rule 17.03(3) of the Listing Rules.

(u) Termination of the New Share Option Scheme

The Company may by resolution in general meeting at any time terminate the New Share Option Scheme and in such event no further Options shall be offered but in all other respects the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Option (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the New Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

(v) Rights are personal to the grantee

An Option is personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such grantee.

(w) Lapse of Option

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (aa) the expiry of the period referred to in paragraph (f);
- (bb) the expiry of the periods or dates referred to in paragraphs (l), (m), (n), (o), (p), (q) and (r); and
- (cc) the date on which a breach of the provision of restriction on transfer and assignment of an Option referred to in paragraph (v) is committed.

(x) Others

The New Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (aa) The terms and conditions of the New Share Option Scheme relating to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to the advantage of grantees of the Options except with the prior approval of the Shareholders in general meeting;
- (bb) Any alteration to the terms and conditions of the New Share Option Scheme which is of a material nature or any change to the terms of Options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme;
- (cc) The amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules; and
- (dd) Any change to the authority of the Directors in relation to any alteration to the terms of the New Share Option Scheme must be approved by the Shareholders in general meeting.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of Wuling Motors Holdings Limited (“the Company”) will be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 28 May 2012, at 3:00 pm for the following purposes:

ORDINARY RESOLUTIONS

1. To adopt the audited financial statements and the reports of the directors of the Company (the “Directors”) and of the auditors of the Company for the year ended 31 December 2011.
2. To declare final dividend for the year ended 31 December 2011.
3. To re-elect the Directors, to fix the maximum number of Directors and to authorize the board of Directors (the “Board”) to fix their remuneration.
4. To re-appoint the auditors of the Company and to authorize the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its securities, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of securities of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (the “Bye-laws”) or any applicable laws to be held.”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe shares and to make or grant offers, agreements and options which would or might require shares or securities convertible into shares, or options, warrants or similar rights to subscribe shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to:
- (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong); or
 - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company; or
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws,
- the total nominal amount of additional shares or securities of the Company to be issued, allotted or dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held.”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors pursuant to resolution no. 6 above and for the time being in force to exercise the powers of the Company to issue, allot or dispose of additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of securities in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the powers of the Company to purchase such securities since the granting of such general mandate referred to in the above resolution no. 5, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

8. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

(a) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in the shares to be issued pursuant to the exercise of any options granted under the new share option scheme of the Company (the “New Share Option Scheme”, a copy of which marked “A” is produced to the meeting and for the purposes of identification signed by the Chairman thereof), the New Share Option Scheme be and is hereby approved and adopted; and with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect, the Company’s existing share option scheme adopted on 11 June 2002 (the “Existing Share Option Scheme”) be terminated and the Board be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme, including but without limitation:

- (i) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for the ordinary shares of the Company;
- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
- (iii) to issue and allot from time to time such number of shares in the capital of the Company which may fall to be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme, provided always that the total number of shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the issued share capital of the Company as at the date of passing of this resolution, but the Company may

NOTICE OF ANNUAL GENERAL MEETING

seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme, and provided also that the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time;

- (iv) to make applications at the appropriate time or times to the Stock Exchange, for the listing of and permission to deal in any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.
- (b) the Existing Share Option Scheme be and is hereby terminated upon the New Share Option Scheme becoming effective (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution).”

By Order of the Board
Sun Shaoli
Chairman

Hong Kong, 25 April 2012

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 Annual General Meeting is entitled to appoint one or more proxies to attend and vote, on a poll, on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use in connection with the Annual General Meeting is enclosed and such form is also published on the website of the Stock Exchange (www.hkexnews.hk).
3. 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 of authority must be lodged with the Company's Hong Kong share registrar, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be).
4. Shareholders are advised to read the circular to the Shareholders dated 25 April 2012 which contains information concerning the resolutions to be proposed in this notice.
5. All resolutions to be proposed at the Annual General Meeting shall be decided by way of poll.