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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)

POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 8 NOVEMBER 2013

The Board is pleased to announce that the resolutions proposed at the SGM have been duly passed by the Independent Shareholders by way of poll at the SGM held on 8 November 2013.

Reference is made to the circular of Wuling Motors Holdings Limited (the “Company”) dated 22 October 2013 (the “Circular”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULT

The Board is pleased to announce that the resolutions proposed at the SGM have been duly passed by the Independent Shareholders by way of poll at the SGM held on 8 November 2013. The vote-taking at the SGM was scrutinised by the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited. The poll results in relation to the resolutions proposed at the SGM were as follow:

Ordinary Resolutions			No. of votes cast and percentage of total no. of votes cast		Total no. of votes cast
			For	Against	
1.	(a)	the Revised KE Purchase Agreement dated 18 September 2013 and the transactions contemplated thereunder and the proposed revised annual caps of the Revised KE Purchase Agreement be and are hereby approved, confirmed and ratified; and	422,019,497 (100%)	0 (0%)	422,019,497
	(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 Revised KE Purchase Agreement and the transactions contemplated thereunder.			

Ordinary Resolutions			No. of votes cast and percentage of total no. of votes cast		Total no. of votes cast
			For	Against	
2.	(a)	the Revised Baomali Purchase Agreement dated 18 September 2013 and the transactions contemplated thereunder and the proposed revised annual cap of the Revised Baomali Purchase Agreement be and are hereby approved, confirmed and ratified; and	422,019,497 (100%)	0 (0%)	422,019,497
	(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 Revised Baomali Purchase Agreement and the transactions contemplated thereunder.			
3.	(a)	the Second Revised GB Trading Agreement dated 18 September 2013 and the transactions contemplated thereunder and the proposed revised annual caps of the Second Revised GB Trading Agreement be and are hereby approved, confirmed and ratified; and	422,019,497 (100%)	0 (0%)	422,019,497
	(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 Second Revised GB Trading Agreement and the transactions contemplated thereunder.			

As at the date of the SGM, the total number of issued Shares of the Company was 1,172,165,390 Shares. In view of the interest of Liuzhou Wuling in the Revised KE Purchase Agreement, Revised Baomali Purchase Agreement and the Second Revised GB Trading Agreement as disclosed in the Circular, Liuzhou Wuling and its associates, holding a total of 433,851,975 Shares representing approximately 37.01% of the total issued share capital of the Company as at the date of SGM, abstained from voting on each of the Ordinary Resolutions at the SGM. Accordingly, the Independent Shareholders holding a total of 738,313,415 Shares were entitled to attend and vote for or against each of the Ordinary Resolutions proposed at the SGM. As more than 50% of votes were cast, by poll, in favour of each of the Ordinary Resolutions at the SGM held on 8 November 2013, all of the Ordinary Resolutions were duly passed as ordinary resolutions.

It was noted that there were no Share entitling the holders to attend and vote only against any of the Ordinary Resolutions proposed at the SGM.

On behalf of the Board
Wuling Motors Holdings Limited
Lee Shing
Vice Chairman & Chief Executive Officer

Hong Kong, 8 November 2013

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.