

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcement (the “**Announcement**”) dated 27 November 2013 issued by Wuling Motors Holdings Limited (the “**Company**”) in relation to, among other things, the proposed issue of the Convertible Notes, application for the Whitewash Waiver and the Special Deal consent. Unless otherwise stated, capitalised terms used herein have the same meanings as those defined in the Announcement.

The Board is pleased to announce that the Company has appointed Proton Capital Limited (“**Proton Capital**”) as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of, among other things, the Subscription Agreement (together with the transactions contemplated therein, including the issue of the Convertible Notes and the allotment and issue of the Conversion Shares under specific mandate), the Whitewash Waiver and the Special Deal. The appointment of Proton Capital as the Independent Financial Adviser has been approved by the Independent Board Committee. The advice from Proton Capital will be included in the circular to be despatched to the Shareholders in due course.

Proton Capital is a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities.

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

Hong Kong, 4 December 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.