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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)*

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Wuling Motors Holdings Limited (五菱汽車集團控股有限公司) (the “**Company**”) will be held at Unit 2403, 24/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 23 January 2014 at 3:00 p.m. to consider and, if though fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) the 2014–2016 Master Agreement dated 21 November 2013 (copy of which has been produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) including the Annual Caps for the Sale Transactions and Purchase Transactions and the transactions contemplated thereunder 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 2014–2016 Master Agreement and the transactions contemplated thereunder.”

For the purpose of this resolution, the term “2014–2016 Master Agreement” shall have the same definitions as defined in the circular to the shareholders of the Company dated 31 December 2013.”

On behalf of the Board  
**Wuling Motors Holdings Limited**  
**Sun Shaoli**  
*Chairman*

31 December 2013

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting (or at any adjournment thereof) shall be 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 above meeting is enclosed and such form is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be delivered to 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 above meeting (or at any adjournment thereof). Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Shareholders are advised to read the circular to the shareholders of the Company dated 31 December 2013 which contains information concerning the resolution to be proposed in this notice.
4. All votes on the resolution in this notice to be proposed at the meeting shall be conducted by way of poll.

*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.*