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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 the 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 3:30 p.m. or immediately after the special general meeting of the Company to be held at 3:00 p.m. on the same day to consider and, if though fit, pass with or without amendments, the following resolutions as ordinary resolutions:

“THAT:

- (a) the subscription agreement dated 27 November 2013 entered into between the Company and Wuling (Hong Kong) Holdings Limited (the “**Subscriber**”) (a copy of which is produced to the SGM marked “A” and signed by the chairman of the SGM for identification purposes) in relation to the subscription of the convertible notes in an aggregate principal amount of HK\$200,000,000 (the “**Convertible Notes**”) to be issued by the Company and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;
- (b) conditional upon the listing committee approving the listing of, and granting the permission to deal in, the Conversion Shares (as defined below), the directors of the Company (the “**Directors**”) be and are hereby authorized to: (i) issue the Convertible Notes to the Subscriber; and (ii) allot and issue such ordinary shares of HK\$0.004 each in the share capital of the Company which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Notes (the “**Conversion Shares**”) on the terms and subject to the conditions of the Convertible Notes;
- (c) the waiver granted or to be granted by the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any of his delegates) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) in respect of the obligations of the Subscriber and parties acting in concert with it (including but not limited to Dragon Hill Development Limited and Mr. Wei Hongwen) to make a mandatory general offer for all the securities of the Company other than those already owned or agreed to be acquired by the Subscriber and parties acting in concert with it pursuant to Rule 26 of the Takeovers Code which would otherwise arise as a result of the allotment and issue of the Conversion Shares be and is hereby approved; and

- (d) the Directors be and are hereby authorized to, for and on behalf of the Company, execute all such documents, instruments and agreements, and do all such acts or things, as they may consider necessary, desirable or expedient to give effect to the Subscription Agreement and the transactions contemplated thereunder.”

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

3 January 2014

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Unit 2403, 24/F
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

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). 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 3 January 2014 which contains information concerning the resolutions to be proposed in this notice.
4. All votes on the resolutions 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.