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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)*

**DESPATCH OF CIRCULAR**

References are made to (i) the announcement of the Company dated 27 November 2013 (the “**1st Announcement**”) in relation to, among other things, the proposed issue of the Convertible Notes and the Whitewash Waiver; and (ii) the announcement of the Company dated 18 December 2013 (the “**2nd Announcement**”) in relation to, among other things, the delay in despatch of the Circular. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the 1st Announcement and 2nd Announcement respectively.

**DESPATCH OF CIRCULAR**

The Board is pleased to announce that the Circular containing, among other things, details of (i) the Subscription Agreement (together with the transactions contemplated thereunder, including the issue of the Convertible Notes and the allotment and issue of the Conversion Shares under specific mandate) and the Whitewash Waiver, (ii) the relevant recommendations of the Independent Board Committee, (iii) a letter of advice from Proton Capital setting out its advices to the Independent Board Committee and the Independent Shareholders, (iv) other information as required under the Listing Rules and the Takeovers Code, and (v) a notice of SGM, has been despatched to the Shareholders on 3 January 2014.

The SGM 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, details of which are set out in the notice of SGM contained in the Circular.

By Order of the Board  
**Wuling Motors Holdings Limited**  
**Sun Shaoli**  
*Chairman*

Hong Kong, 3 January 2014

*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 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 statement in this announcement misleading.*