

**THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt** as to any aspect of this Prospectus or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares, you should at once hand the Prospectus Documents to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents (as defined herein), together with documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to this Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the SFC (as defined herein) take no responsibility as to the contents of any of these documents referred to above.

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange (as defined herein) as well as compliance with the stock admission requirements of HKSCC (as defined herein), the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS (as defined herein) with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading date thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. You should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your entitlements and interests.

Hong Kong Exchanges and Clearing Company Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Prospectus, 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 Prospectus.



**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)*

**OPEN OFFER ON THE BASIS OF ONE OFFER SHARE FOR  
EVERY FIVE EXISTING SHARES HELD ON THE RECORD DATE**

**Financial Adviser**

**Underwriter**



**上銀國際有限公司**  
**BOSC International Company Limited**

**Wuling (Hong Kong) Holdings Limited**

Terms used in this cover shall have the same meanings as defined in this Prospectus.

The latest time for application and payment for the Offer Shares is 4:00 p.m. on Thursday, 23 July 2015. The procedures for application and payment are set out on pages 16 to 19 of this Prospectus.

The Underwriting Agreement in respect of the Open Offer contains provisions entitling the Underwriter by notice in writing to terminate the Underwriting Agreement on the occurrence of certain events. These certain events are set out in the section headed "Termination of the Underwriting Agreement" on pages 9 and 10 of this Prospectus. If the Underwriter terminates the Underwriting Agreement or does not become unconditional, the Open Offer will not proceed.

It should be noted that the Shares have been dealt with on an ex-entitlements basis commencing from Thursday, 2 July 2015 and that dealings in the Shares may take place while the conditions to which the Open Offer is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares from the date of this Prospectus up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be 4:00 p.m. on Tuesday, 28 July 2015) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares who is in any doubt about his/her position is recommended to consult his/her own professional advisers.

9 July 2015

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## EXPECTED TIMETABLE

Set out below is an indicative timetable for the implementation of the Open Offer. **The timetable is subject to change as agreed between the Company and the Underwriter. The Company will notify the Shareholders on any changes to the expected timetable as and when appropriate.**

2015

Register of members re-opens .....	Thursday, 9 July
Despatch of the Prospectus Documents .....	Thursday, 9 July
Latest time for acceptance of and payment for Offer Shares.....	4:00 p.m. on Thursday, 23 July
Underwriting Agreement becomes unconditional .....	4:00 p.m. on Tuesday, 28 July
Announcement of results of the Open Offer and excess application .....	Wednesday, 29 July
Refund cheques in respect of wholly or partially unsuccessful applications for excess Offer Shares expected to be despatched on or before .....	Thursday, 30 July
Certificates for Offer Shares expected to be despatched on or before .....	Thursday, 30 July
Dealings in Offer Shares expected to commence on .....	Friday, 31 July

**All times and dates stated in this Prospectus refer to Hong Kong local times and dates. Dates or deadlines specified in this Prospectus for events in the timetable for (or otherwise in relation to) the Open Offer are indicative only and may be extended or varied by the Company. Any changes to the anticipated timetable for the Open Offer will be published or notified to Shareholders as appropriate.**

### **Effect of bad weather on the latest time for acceptance of Offer Shares**

If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on Thursday, 23 July 2015, being the date of the latest time for acceptance of Offer Shares:

- i. at any time before 12:00 noon and no longer in force after 12:00 noon, the latest time for acceptance of Offer Shares will be postponed to 5:00 p.m. on the same Business Day; or
- ii. at any time between 12:00 noon and 4:00 p.m., the latest time for acceptance of Offer Shares will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of Offer Shares does not take place on Thursday, 23 July 2015, the dates mentioned in the above section headed “Expected timetable” in this Prospectus may be affected. An announcement will be made by the Company in such event.

## DEFINITIONS

*In this Prospectus, the following expressions shall have the meanings set out below unless the context otherwise requires:*

“Announcement”	the announcement of the Company dated 18 June 2015, relating to, among other things, the Open Offer
“Application Form(s)”	the form(s) of application for use by the Qualifying Shareholders to apply for the Offer Shares for their Shareholders assured entitlement under the Open Offer in the agreed form
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Baomali”	柳州五菱寶馬利汽車空調有限公司 (Liuzhou Wuling Baomali Automotive Air-Conditioner Co., Limited*), a company established in the PRC of which Guangxi Automobile was beneficially interested in approximately 42% of its total registered capital as at the date of 2013 Baomali Purchase Agreement
“Baomali Purchase Agreement”	the agreement dated 31 January 2011 entered into between Wuling Industrial and Baomali in relation to the Baomali Purchase Transactions for a term of three years from 1 January 2011 to 31 December 2013
“Baomali Purchase Transactions”	purchase of certain automotive air-conditioners, related parts and accessories by Wuling Industrial Group from Baomali which are regarded as continuing connected transactions for the Company under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturdays, Sundays and public holidays in Hong Kong) on which licensed banks generally are open for business in Hong Kong
“CCASS”	The Central Clearing Settlement System established and operated by HKSCC
“Chongqing Land Bureau”	Chongqing Municipal Administration Bureau of Land Resources and Housing (重慶市國土資源和房屋管理局), a local governmental body of the PRC and the seller of the land use rights of the Land

\* For identification purposes only

## DEFINITIONS

“Chongqing Zhuotong”	Chongqing Zhuotong Automotive Parts and Components Company Limited (重慶卓通汽車零部件有限公司), a company incorporated in the PRC with limited liability on 19 May 2014 and an indirect non-wholly-owned subsidiary of the Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended from time to time)
“Company”	Wuling Motors Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Conditions Precedent”	the conditions precedent as set out in the section headed “Conditions of the Open Offer”
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the directors of the Company
“Dragon Hill”	Dragon Hill Development Limited, a company wholly-owned by Mr. Lee Shing, an executive director and the chief executive officer of the Company
“EAF(s)”	the form(s) of application for use by the Qualifying Shareholders who wish to apply for excess Offer Shares
“Equipment”	the equipment to be purchased under the Original Purchase Agreement (as supplemented by the Supplemental Agreement) or the Additional Purchase Agreement for the set up of the New Production Line
“Final Acceptance Date”	23 July 2015 or such other date as may be agreed between the Company and the Underwriter in writing
“GB Purchase Transactions”	purchase of passenger mini-buses by Wuling Industrial Group from Guilin Bus which are regarded as continuing connected transactions for the Company under the Listing Rules

## DEFINITIONS

“GB Sale Transactions”	sale of parts and raw materials of certain passenger minibuses by Wuling Industrial Group to Guilin Bus which are regarded as continuing connected transactions for the Company under the Listing Rules
“GB Trading Agreement”	the agreement dated 31 January 2011 entered into between Wuling Industrial and Guilin Bus in relation to the GB Trading Transactions for a term of three years from 1 January 2011 to 31 December 2013
“GH Purchase Transactions”	purchase of automotive components and related accessories by Wuling Industrial Group from Guihua
“GH Sale Transactions”	sale of raw materials by Wuling Industrial Group to Guihua
“GH Trading Transactions”	the GH Purchase Transactions and GH Sale Transactions
“GL Purchase Transactions”	purchase of automotive components and related accessories, mould tools and parts by Wuling Industrial Group from Guangling
“GL Sale Transactions”	sale of parts and raw materials by Wuling Industrial Group to Guangling
“GL Trading Transactions”	the GL Purchase Transactions and GL Sale Transactions
“GL Water and Power Supply Services”	provision of water and power supply services by Wuling Industrial Group to Guangling
“Group”	the Company and its subsidiaries
“Guangling”	柳州廣菱模具技術有限公司 (Liuzhou Guangling Moulds & Tools Technology Limited*) a company established in the PRC of which Guangxi Automobile was beneficially interested in approximately 50.1% of its total registered capital as at the date of 2011 GL Trading Agreement
“Guangxi Automobile”	廣西汽車集團有限公司 (Guangxi Automobile Holdings Limited*) formerly “柳州五菱汽車有限責任公司” (Liuzhou Wuling Motors Company Limited*), a state-controlled limited enterprise established in the PRC
“Guihua”	南寧五菱桂花車輛有限公司 (Nanning Wuling-Guihua Vehicle Co., Ltd.*), a company established in the PRC of which Guangxi Automobile was beneficially interested in approximately 62.24% of its total registered capital as at the date of 2011 GH Trading Agreement

\* For identification purposes only

## DEFINITIONS

“Guilin Bus”	桂林客車發展有限責任公司 (Guilin Bus Development Co., Limited*), a company established in the PRC of which Guangxi Automobile was beneficially interested in approximately 75.5% of its total registered capital as at the date of 2013 GB Trading Agreement
“HK\$”	Hong Kong dollar
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“KE Digital”	柳州科爾數字化製造技術有限公司 (Liuzhou Keer Digital Manufacturing Co., Limited*), a company established in the PRC and a wholly owned subsidiary of Guangxi Automobile as at the date of 2013 KE Purchase Agreement
“KE Purchase Agreement”	the agreement dated 30 December 2011 entered into between Wuling Industrial and KE Digital in relation to the KE Purchase Transactions for a term of three years from 1 January 2012 to 31 December 2014
“KE Purchase Transactions”	purchase of certain electronic devices and related components for motor vehicles by Wuling Industrial Group from KE Digital which are regarded as continuing connected transactions for the Company under the Listing Rules
“Latest Time for Termination”	the latest time for the Underwriter to terminate the Underwriting Agreement, being 4:00pm on the third Business Day after the Final Acceptance Date, or such later time and date as may be agreed by the Underwriter and the Company in writing
“Last Trading Day”	18 June 2015
“Latest Practicable Date”	3 July 2015 being the latest practicable date prior to the printing of this Prospectus for ascertaining certain information contained in this Prospectus
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Liuzhou Lingte Joint Venture”	柳州菱特動力科技有限公司 (Liuzhou Lingte Motor Technology Company Limited*), a company established in the PRC with limited liability

\* For identification purposes only

## DEFINITIONS

“Liuzhou Zhuotong”	柳州卓通汽車零部件有限公司 (Liuzhou Zhuotong Automotive Components Company Limited*), a company incorporated in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company
“Maximum Exercisable Option Shares”	the maximum number of Option Shares being 38,966,145, that can be issued pursuant to the exercise of the Options on or before the Latest Time for Termination for the Underwriting Agreement not to be terminated
“New Production Line”	a new production line of Wuling Liuji for the production of engines with a capacity of 1.8 litre to be set up by the Tian Yong pursuant to the Original Purchase Agreement, Supplemental Agreement and the additional purchase agreement
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) whom the Board, based on opinions provided by legal advisers, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant overseas places or the requirements of the relevant regulatory bodies or stock exchanges in those places not to offer the Offer Shares to them
“Offer Share(s)”	share(s) to be issued and allotted under the Open Offer, being not less than 303,598,595 but not more than 311,391,824 Shares
“Open Offer”	the proposed issue by the Company of the Offer Shares by way of open offer to Qualifying Shareholders on the basis of an assured allotment of one Offer Share for every five existing Shares held on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents
“Options”	the share options granted under the Share Option Scheme
“Option Shares”	the new Shares to be issued pursuant to the exercise of the Options
“Overseas Letter”	the letter in respect of the exclusion of the Non-Qualifying Shareholders from the Open Offer in such form as may be agreed between the Company and the Underwriter
“Overseas Shareholder(s)”	the Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose address(es) as shown in the register of members of the Company on that date is/are outside Hong Kong

\* For identification purposes only



## DEFINITIONS

“Posting Date”	9 July 2015 or such other date as the Underwriter may agree in writing with the Company, as the date of despatch of the Prospectus Documents to the Qualifying Shareholders or the Prospectus for information only to the Non-Qualifying Shareholders (as the case may be)
“Potential WI Capital Increase”	The proposed contribution and injection of capital in cash in the amount of RMB160,000,000 (equivalent to approximately HK\$203,680,000) into Wuling Industrial by the Company on a non pro-rata basis
“PRC”	the People’s Republic of China
“Prospectus”	this prospectus issued by the Company in relation to the Open Offer
“Prospectus Documents”	this Prospectus, the Application Form and the EAF
“Qualifying Shareholder(s)”	the Shareholder(s), other than the Non-Qualifying Shareholder(s), whose name(s) appear(s) on the register of members of the Company on the Record Date
“Record Date”	8 July 2015, being the record date for determining entitlements to participate in the Open Offer
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	The Securities and Futures Commission
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.004 each in the issued and unissued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme of the Company adopted on 28 May 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the issue price of HK\$0.70 per Offer Share
“substantial Shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

## DEFINITIONS

“Tian Yong”	Tian Yong Mechatronics (Shanghai) Company Limited* (天永機械電子(上海)有限公司), a company incorporated in PRC with limited liability
“Underwriter” or “Wuling HK”	Wuling (Hong Kong) Holdings Limited, a company incorporated in Hong Kong with limited liability and a controlling Shareholder which is beneficially interested in approximately 51.28% of the issued share capital of the Company as at the Latest Practicable Date. It is an indirect wholly-owned subsidiary of Guangxi Automobile
“Underwriting Agreement”	the underwriting agreement dated 18 June 2015 entered into between the Company and the Underwriter in respect of the Open Offer
“VAT”	value added tax at the rate of 17%
“Wuling Industrial”	柳州五菱汽車工業有限公司 (Liuzhou Wuling Motors Industrial Company Limited*), a company established in the PRC and a non-wholly owned subsidiary of the Company
“Wuling Industrial Group”	Wuling Industrial and its subsidiaries
“Wuling Liuji”	Liuzhou Wuling Liuji Motors Company Limited*, 柳州五菱柳機動力有限公司, an indirect non-wholly owned subsidiary of the Company
“2011 GH Trading Agreement”	the agreement dated 30 December 2011 entered into between Wuling Industrial and Guihua in relation to the GH Trading Transactions for a term of three years from 1 January 2012 to 31 December 2014
“2011 GL Supply Agreement”	the agreement dated 30 December 2011 entered into between Wuling Industrial and Guangling in relation to the GL Water and Power Supply Services for a term of three years from 1 January 2012 to 31 December 2014
“2011 GL Trading Agreement”	the agreement dated 31 January 2011 entered into by Wuling Industrial and Guangling in relation to the GL Trading Transactions for a term of 3 years from 1 January 2011 to 31 December 2013

\* For identification purposes only

## DEFINITIONS

“3.7L Advanced Model”	3.7L advanced V-type front- and rear-drive 6-cylinder petrol engine model
“%”	percentage

*In this Prospectus, unless otherwise specified, conversion of RMB into Hong Kong dollars is based on the exchange rate of RMB1 to HK\$1.273, for information purpose only. Such conversion should not be construed as a representation that the relevant amounts have been, could have been, or could be converted at that or any other rate or at all.*

## TERMINATION OF THE UNDERWRITING AGREEMENT

**The Underwriter may terminate the underwriting arrangements set out in the Underwriting Agreement by notice in writing given by the Underwriter to the Company at any time prior to Latest Time for Termination, if:**

- (a) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
  - (1) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which would in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (2) the occurrence of any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement, of a political, financial, economic, currency market or other nature (whether or not ejusdem generic with any of the foregoing) or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market which would, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (3) any change, effect or development that is or is reasonably likely to be, individually or in the aggregate with other changes, effects or developments, materially adverse to: (i) the business, assets, condition (financial or otherwise), operating results, operations or business prospects of the Group taken as a whole; or (ii) the ability of the Company to consummate the transactions contemplated hereunder in accordance with the terms of the Underwriting Agreement (excluding any such adverse change, effect or development which has been cured); or
  - (4) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole;
- (b) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the business of the Group taken as a whole and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which, in the reasonable opinion of the Underwriter, makes it inexpedient or inadvisable to proceed with the Open Offer;

## TERMINATION OF THE UNDERWRITING AGREEMENT

- (c) the Prospectus Documents in connection with the Open Offer when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which, in the reasonable opinion of the Underwriter, is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer; or
- (d) the Company commits any breach of or omits to observe any of the obligations or undertakings expressed to be assumed by it under the Underwriting Agreement of a material nature which would materially and adversely affect the success of the Open Offer.

**If the Underwriter terminates the Underwriting Agreement, the Open Offer will not proceed. A further announcement will be made if the Underwriting Agreement is terminated by the Underwriter.**

LETTER FROM THE BOARD



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)

*Executive Directors:*

Mr. Wei Hongwen (Chairman)  
Mr. Lee Shing (Vice-chairman &  
Chief Executive Officer)  
Mr. Sun Shaoli  
Mr. Zhong Xianhua  
Ms. Liu Yaling  
Mr. Zhou Sheji

*Independent Non-executive Directors:*

Mr. Zuo Duofu  
Mr. Ye Xiang  
Mr. Wang Yuben

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head office and principal place of  
business in Hong Kong:*

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

9 July 2015

*To the Qualifying Shareholders and,  
for information only, Non-Qualifying Shareholders*

Dear Sir or Madam,

**OPEN OFFER ON THE BASIS OF ONE OFFER SHARE FOR  
EVERY FIVE EXISTING SHARES HELD ON THE RECORD DATE**

**INTRODUCTION**

As set out in the Announcement, the Company proposes to raise not less than approximately HK\$212.52 million and not more than approximately HK\$217.97 million, before expenses, by issuing not less than 303,598,595 Offer Shares and not more than 311,391,824 Offer Shares by way of Open Offer at a price of HK\$0.70 per Offer Share on the basis of one Offer Share for every five existing Shares held on the Record Date. The Open Offer will be available only to the Qualifying Shareholders. The Offer Shares will be fully underwritten by the Underwriter on the terms and subject to the conditions as set out in the Underwriting Agreement.

The Purpose of this Prospectus is to provide the Qualifying Shareholders with further information in relation to the Open Offer, including information on dealings in and application for Offer Shares, and the financial information and other general information on the Group.

## LETTER FROM THE BOARD

### OPEN OFFER

#### Issue Statistics

- Basis of the Open Offer : Assured allotments of one Offer Share for every five existing Shares held by a Qualifying Shareholder on the Record Date
- Number of existing Shares in issue : 1,517,992,976 Shares as at the Latest Practicable Date
- Number of Option Shares : The Company's outstanding Options are exercisable into 105,990,000 Option Shares, as at the Latest Practicable Date. The Underwriting Agreement is conditional upon the Underwriter remaining to be interested in not less than 50% of the issued share capital of the Company on or before the Latest Time for Termination and no Option having been exercised which would result in the Underwriter ceasing to be interested in not less than 50% of the issued share capital of the Company on or before completion of the allotment and issue of the Offer Shares. To fulfill this condition, no more than 38,966,145 Option Shares (i.e. the Maximum Exercisable Option Shares) may be issued on or before the completion of the allotment and issue of the Offer Shares
- Number of Offer Shares to be issued under the Open Offer : Not less than 303,598,595 Offer Shares and not more than 311,391,824 Offer Shares (assuming the Maximum Exercisable Option Shares being allotted and issued on or before the Record Date)
- Number of enlarged Shares in issue upon completion of the Open Offer : Not less than 1,821,591,571 Shares and not more than 1,868,350,945 Shares
- Subscription Price for the Offer Shares : HK\$0.70 per Offer Share

As at the Latest Practicable Date, save for the outstanding Options, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to convert into or subscribe for Shares.

Assuming the Maximum Exercisable Option Shares (being 38,966,145 Option Shares) being allotted and issued pursuant to the exercise of Options on or before the Record Date, a maximum of 311,391,824 Offer Shares are proposed to be allotted and issued representing approximately 20.51% of the Company's issued share capital as at the Latest Practicable Date and approximately 16.67% of the Company's issued share capital of 1,868,350,945 Shares as enlarged by the allotment and issue of the 38,966,145 Option Shares (being the Maximum

## LETTER FROM THE BOARD

Exercisable Option Shares) and 311,391,824 Offer Shares (being the maximum number of Offer Shares to be allotted and issued under the Open Offer) immediately after completion of the Open Offer.

### Qualifying Shareholders

The Open Offer is available to the Qualifying Shareholders only.

To qualify for the Open Offer, a Shareholder must at the close of business on the Record Date:

- be registered as a member of the Company; and
- not be a Non-Qualifying Shareholder.

In order to be registered as members of the Company on the Record Date, Shareholders should have lodged all transfer of Shares (together with the relevant share certificate(s)) with the Company's registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. (Hong Kong time) on Friday, 3 July 2015.

The invitation to apply for the Offer Shares is not transferable or capable of renunciation and there will not be any trading of entitlements to apply for Offer Shares on the Stock Exchange.

### TERMS OF THE OPEN OFFER

#### Subscription price

The Subscription Price is HK\$0.70 per Offer Share, payable in full by a Qualifying Shareholder upon acceptance of the assured allotment under the Open Offer. The Subscription Price represents:

- i. a discount of 15.66% to the closing price of HK\$0.830 per Share as quoted on the Stock Exchange on the Last Trading Day;
- ii. a discount of approximately 17.26% to the average closing price of HK\$0.846 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;
- iii. a discount of approximately 19.26% to the average of the closing prices of HK\$0.867 per Share as quoted on the Stock Exchange for the ten consecutive trading days up to and including the Last Trading Date; and
- iv. a discount of approximately 13.37% to the theoretical ex-entitlement price of approximately HK\$0.808 per Share based on the closing price of HK\$0.830 per Share as quoted on the Stock Exchange on the Last Trading Day.

Each Offer Share will have a par value of HK\$0.004.



## LETTER FROM THE BOARD

The Subscription Price was determined after arm's length negotiations between the Company and the Underwriter with reference to the market price of the Shares under the prevailing market conditions prior to the Last Trading Day. The Directors (including the independent non-executive Directors) consider the terms of the Open Offer, including the Subscription Price which has been set at a discount to the recent closing prices of the Shares to encourage existing Shareholders to take up their entitlements to maintain their pro-rata shareholdings and participate in the potential growth of the Company, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Mr. Wei Hongwen, Mr. Sun Shaoli and Mr. Zhong Xianhua (the "**Interested Directors**") are directors and/or senior management of Wuling HK. The Interested Director(s) have abstained from voting on the relevant board meeting(s) to approve the relevant resolutions in relation to the Open Offer and have not been counted towards the quorum of such board meeting(s).

### **Basis of assured allotment**

The basis of assured allotment is one Offer Share for every five existing Shares held by a Qualifying Shareholder on the Record Date at the Subscription Price. Applications for all or any part of a Qualifying Shareholder's assured allotment should be made by completing the Application Form and lodging the same with a remittance for the Offer Shares being applied for. Fractions of assured allotments will not be issued and will be aggregated and made available for application by the Qualifying Shareholders who wish to apply for Shares in excess of their own assured allotments.

### **Status of the Offer Shares**

When allotted, issued and fully-paid, the Offer Shares will rank pari passu in all respects with the existing Shares then in issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid, on the record date of which falls on or after the date of allotment and issue of the fully-paid Offer Shares.

### **No transfer of nil-paid entitlements**

The invitation to subscribe for the Offer Shares to be made to the Qualifying Shareholders will not be transferable. There will not be any trading in nil-paid entitlements on the Stock Exchange.

### **Rights of Overseas Shareholders**

If there are any Shareholders whose registered addresses (as shown in the register of members of the Company on the Record Date) are outside Hong Kong (i.e. the Overseas Shareholders) at the close of business on the Record Date, such Overseas Shareholders may or may not be eligible to take part in the Open Offer.

According to the register of members of the Company as at the Latest Practicable Date, there were six Overseas Shareholders whose addresses were in the PRC, Macau, Malaysia, Spain and the United Kingdom. The Company's register of members were closed from 6 July 2015 until 8 July 2015 (both dates inclusive) for the purpose of establishing entitlements to the Open Offer, and no transfer of Shares was registered during such period. The Company has, in

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compliance with the requirements specified in Rule 13.36(2)(a) of the Listing Rules (including notes 1 and 2 thereto), made enquiries with the Company's overseas legal advisers regarding the feasibility of extending the Open Offer to the Overseas Shareholders, and to assist and enable the Company to consider whether it would be unduly burdensome to, or otherwise necessary or expedient not to, offer the Offer Shares to such Overseas Shareholders on account either of the legal restrictions under the laws of the relevant places or requirements of the relevant regulatory body or stock exchange in such places. Based on the legal opinion/advice obtained, the Open Offer is being extended to the Overseas Shareholders with registered addresses in the PRC, Macau, Malaysia, Spain and the United Kingdom as there are no restrictions, or no onerous restrictions, or there are relevant exemptions available in relation to the offer of Offer Shares to the Overseas Shareholders in these jurisdictions. Hence, as at the Latest Practicable Date, the said Overseas Shareholders would not be excluded and will be eligible to take part in the Open Offer. The Prospectus Documents will be sent to each of such Overseas Shareholders.

No action has been taken to permit the offering of the Offer Shares, or the distribution of the Prospectus Documents, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of the Prospectus Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

It is the responsibility of any person (including but without limitation to nominee, agent and trustee) receiving a copy of the Prospectus Documents outside Hong Kong and wishing to take up the Offer Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction including the obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. The Company will not be responsible for verifying the legal qualification of such Overseas Shareholder(s) in such territory or jurisdiction, thus, should the Company suffer any losses or damages due to non-compliance with the relevant laws of such territory or jurisdiction by any such Overseas Shareholder(s) and/or resident(s), the Overseas Shareholder(s) and/or resident(s) shall be responsible to compensate the Company for the same. The Company shall not be obliged to issue the Offer Shares to any such Overseas Shareholder(s) and/or resident(s), if at the Company's absolute discretion issuing the Offer Shares to them does not comply with the relevant laws of such territory or jurisdiction. Any acceptance by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation and warranty. If you are in any doubt as to your position, you should consult your professional advisers.

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For those Overseas Shareholders who are to be excluded from the Open Offer, the Company will, subject to compliance with the relevant local laws, regulations and requirements, send copies of the Prospectus for information only to such Non-Qualifying Shareholders, but the Company will not send the Application Form(s) and EAF(s) to such Non-Qualifying Shareholders.

### PROCEDURE FOR APPLICATION

#### Application for Offer Shares

The Application Form is enclosed with this Prospectus which entitles the Qualifying Shareholder to whom it is addressed to apply for the number of Offer Shares as shown therein subject to payment in full by the **4:00 p.m. on Thursday, 23 July 2015**. Qualifying Shareholders should note that they may apply for any number of Offer Shares only up to the number set out in the Application Forms respectively addressed to them. If a Qualifying Shareholder wishes to apply for all the Offer Shares offered to it as specified in the Application Form addressed to it or wish to apply for any number less than its entitlement under the Open Offer, it must complete, sign and lodge the Application Form in accordance with the instructions printed thereon, together with remittance for the full amount payable in respect of such number of Offer Shares it has applied for with Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or bankers' cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**Wuling Motors Holdings Limited — Open Offer Account**" and crossed "**Account Payee Only**". It should be noted that unless the duly completed and signed Application Form, together with the appropriate remittance, have been lodged with Tricor Tengis Limited by not later than **4:00 p.m. on Thursday, 23 July 2015**, the entitlements of the respective Qualifying Shareholders under the Open Offer and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

The Application Form contains further information regarding the procedures to be followed if Qualifying Shareholders wish to accept the whole or part of their assured allotment. All cheques and cashier's orders accompanying completed Application Form will be presented for payment immediately upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of an Application Form with a cheque and/or a banker's cashier order will constitute a warranty by the applicant that the cheque and/or the banker's cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any application, and the entitlement given pursuant to which will be deemed to have been declined and will be cancelled.

The Application Form is for use only by the person(s) named therein and is not transferable. No receipt will be issued in respect of any acceptance monies received. If the conditions of the Underwriting Agreement are not fulfilled and/or the Underwriting Agreement is terminated in accordance with its terms before the 4:00 p.m. on Tuesday, 28 July 2015, the monies received in respect of acceptance of Offer Shares will be returned to the relevant

## LETTER FROM THE BOARD

Qualifying Shareholders, or in case of joint applicants, to the first-named person without interest by means of cheques despatched by ordinary post to the respective addresses specified in the register of members of the Company at their own risk as soon as practicable thereafter.

All Qualifying Shareholders are recommended to consult their independent professional advisers if they are in any doubt as to the taxation implications of applying for, holding, disposing of or dealing in the Offer Shares. It is emphasised that none of the Company, the Directors or any other parties involved in the Open Offer accepts responsibility of any tax effects or liabilities of holders of the Offer Shares resulting from the application for, holding, disposal of, or dealing in the Offer Shares.

### **Application for Offer Shares in excess of assured allotments**

The Offer Shares to which the Non-Qualifying Shareholders would otherwise have been entitled, any assured allotments of Offer Shares which have not been accepted by the Qualifying Shareholders, and the Offer Shares created by aggregation of fractional Offer Shares, will be available for excess application by the Qualifying Shareholders.

The EAF is enclosed with this Prospectus which allows the Qualifying Shareholders to apply for Offer Shares in excess of their own assured allotments under the Application Forms but applications so lodged are not assured of being allocated any Shares in excess of those in their assured allotments. Applications for excess Offer Shares should be made in accordance with the instructions printed thereon, by completing the EAF, and attaching a separate remittance for the full amount payable in respect of the excess Offer Shares being applied and lodged with Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. on Thursday, 23 July 2015. All remittance(s) must be made in Hong Kong dollars by cheques drawn on an account with, or by a bank cashier order issued by, a licensed bank in Hong Kong and made payable to "**Wuling Motors Holdings Limited — Excess Application Account**" and crossed "**Account Payee Only**".

The Directors will allocate the excess Offer Shares (if any) at their discretion with reference to the level of acceptance of the Offer Shares and the number of excess Offer Shares available on a fair and equitable basis on the following principles:

- (1) no preference will be given to applications for topping-up odd-lot holdings to whole-lot holdings as the giving of such preference may potentially be abused by certain investors by splitting their Shares and thereby receiving more Offer Shares than they would receive if such preference is not given, which is an unintended and undesirable result; and
- (2) subject to the availability of excess Offer Shares, the excess Offer Shares will be allocated to the Qualifying Shareholders who have applied for excess application on a pro rata basis based on the excess Offer Shares applied for by them.

Shareholders or potential investors should note that the number of excess Offer Shares which may be allocated to them may be different from the number of excess Offer Shares applied. In applying the principles in (1) and (2) above, reference will only be made to the number of excess Offer Shares being applied for. No reference will be made to Offer Shares

## **LETTER FROM THE BOARD**

comprised in applications by Application Form or the existing number of Shares held by the Qualifying Shareholders. The Directors are of the view that such allocation of excess Offer Shares is fair and equitable as all Qualifying Shareholders are also entitled to apply for the excess Offer Shares. In addition, any Offer Shares not applied for by the Qualifying Shareholders will be taken up by the Underwriter.

Investors with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Offer Shares will not be extended to the beneficial owners individually. Investors with their Shares held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date. Shareholders and investors should consult their professional advisers if they are in any doubt as to whether and how they should register their shareholding and apply for the excess Offer Shares. The Registrar will notify the Qualifying Shareholders of any allotment of the excess Offer Shares made to them.

It should be noted that unless the duly completed and signed EAF(s), together with the appropriate remittance(s), have been lodged with the Registrar by not later than 4:00 p.m. on Thursday, 23 July 2015, the EAF(s) is/are liable to be rejected. The EAF(s) is/are for use only by the person(s) named therein and is not transferable.

All cheques or cashier orders will be presented for payment immediately following receipt and all interest earned on such application monies will be retained for the benefit of the Company. Any Application Form or EAF in respect of which the cheque or cashier order is dishonoured on first presentation is liable to be rejected, and in that event the relevant entitlements of the Qualifying Shareholders will be deemed to have been declined and will be cancelled.

The Application Form and the EAF are for the use by the persons named therein only and is not transferable. No receipt will be issued in respect of any application monies received.

### **Share certificates and refund cheques for the Offer Shares**

Subject to the fulfilment of the Conditions Precedent, share certificates for fully-paid Offer Shares are expected to be posted to successful applicants at their own risk on or before Thursday, 30 July 2015. Refund cheques in respect of wholly or partially unsuccessful applications for Offer Shares in excess of assured allotments are also expected to be posted on or before Thursday, 30 July 2015 by ordinary post to the applicants at their own risk.

### **Application for listing**

The Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Offer Shares. None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is proposed to be sought.

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Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Dealings in Offer Shares on the Stock Exchange will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy and other applicable fees and charges in Hong Kong.

### UNDERWRITING ARRANGEMENT

#### Underwriting Agreement:

- Date : 18 June 2015 (after trading hours)
- Underwriter : Wuling HK, a company incorporated in Hong Kong with limited liability and a controlling Shareholder which is beneficially interested in approximately 51.28% of the issued share capital of the Company as at the Latest Practicable Date. It is an indirect wholly-owned subsidiary of Guangxi Automobile. Wuling HK's ordinary course of business does not include underwriting.
- Number of Offer Shares underwritten : Not less than 147,902,683 Offer Shares but not more than 155,695,912 Offer Shares, being the total number of Offer Shares to which holders of the Shares are entitled pursuant to the Open Offer less 155,695,912 Offer Shares agreed to be taken up by the Underwriter in relation to its own assured allotment in respect of the Open Offer
- Underwriter's Commission : The Underwriter will not receive any underwriting commission. The Company will reimburse the Underwriter for all reasonable costs and expenses incurred by it in connection with the Underwriting Agreement.

As at the Latest Practicable Date, the Underwriter is interested in 778,479,561 Shares, representing approximately 51.28% of the existing issued share capital of the Company. The Underwriter has irrevocably undertaken to the Company that (i) it will apply for the entire number of the Offer Shares in the assured allotments in which it is beneficially interested; and (ii) save and except pursuant to the Underwriting Agreement, it shall not, during the period from immediately after the execution of the Underwriting Agreement and prior to or on the earlier of completion of the allotment and issue of the Offer Shares and termination of the Underwriting Agreement, transfer or otherwise dispose of or acquire any Shares or any interests therein. The Open Offer is fully underwritten by the Underwriter. As at the Latest

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Practicable Date, save as disclosed above, the Board has not received any information or irrevocable undertakings from any substantial Shareholders of their intention to take up their assured entitlements under the Open Offer.

The Board considers that the terms of the Underwriting Agreement are fair and reasonable so far as the Company and the Shareholders are concerned.

### **Termination of the Underwriting Agreement**

**The Underwriter may terminate the underwriting arrangements set out in the Underwriting Agreement by notice in writing given by the Underwriter to the Company at any time prior to Latest Time for Termination, if:**

- (a) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
  - (1) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which would in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (2) the occurrence of any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement, of a political, financial, economic, currency market or other nature (whether or not ejusdem generic with any of the foregoing) or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market which would, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (3) any change, effect or development that is or is reasonably likely to be, individually or in the aggregate with other changes, effects or developments, materially adverse to: (i) the business, assets, condition (financial or otherwise), operating results, operations or business prospects of the Group taken as a whole; or (ii) the ability of the Company to consummate the transactions contemplated hereunder in accordance with the terms of the Underwriting Agreement (excluding any such adverse change, effect or development which has been cured); or
  - (4) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole;

## LETTER FROM THE BOARD

- (b) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the business of the Group taken as a whole and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which, in the reasonable opinion of the Underwriter, makes it inexpedient or inadvisable to proceed with the Open Offer;
- (c) the Prospectus Documents in connection with the Open Offer when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which, in the reasonable opinion of the Underwriter, is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer; or
- (d) the Company commits any breach of or omits to observe any of the obligations or undertakings expressed to be assumed by it under the Underwriting Agreement of a material nature which would materially and adversely affect the success of the Open Offer.

**If the Underwriter terminates the Underwriting Agreement, the Open Offer will not proceed. A further announcement will be made if the Underwriting Agreement is terminated by the Underwriter.**

### CONDITIONS OF THE OPEN OFFER

The Open Offer is subject to the Underwriting Agreement having become unconditional and not being terminated in accordance with its terms. The Underwriting Agreement is conditional upon the following being fulfilled:

- (a) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong, respectively, one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution(s) of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies (WUMP) Ordinance not later than the Posting Date;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus and the Overseas Letter to the Non-Qualifying Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Open Offer on or before the Posting Date;



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- (c) the Listing Committee of the Stock Exchange granting and not having withdrawn or revoked listing of and permission to deal in the Offer Shares by no later than the first day of their dealings as stated in the Prospectus;
- (d) the Underwriting Agreement not being terminated by the Underwriter in accordance with the terms thereof;
- (e) compliance with and performance of all the undertakings and obligations of the Company and the Underwriter under the Underwriting Agreement; and
- (f) the Underwriter remaining to be interested in not less than 50% of the issued share capital of the Company on or before the Latest Time For Termination and no Option having been exercised which would result in the Underwriter ceasing to be interested in not less than 50% of the issued share capital of the Company on or before completion of the allotment and issue of the Offer Shares.

**If any of the above conditions is not fulfilled, the Open Offer will not proceed. As the Open Offer is subject to the above conditions, it may or may not proceed accordingly.**

### SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company before and after the completion of the Open Offer:

- (a) Assuming no Option Shares were allotted and issued on or before the Record Date:

	As at the date of the Underwriting Agreement		Immediately after completion of the Open Offer and assuming that all Offer Shares are taken up by Qualifying Shareholders		Immediately after completion of the Open Offer and assuming that no Offer Shares are taken up by Qualifying Shareholders (other than Wuling HK)	
	<i>No. of Shares</i>	<i>approx.</i> %	<i>No. of Shares</i>	<i>approx.</i> %	<i>No. of Shares</i>	<i>approx.</i> %
Wuling HK	778,479,561	51.28%	934,175,473	51.28%	1,082,078,156	59.40%
Dragon Hill (Note 1)	281,622,914	18.56%	337,947,497	18.56%	281,622,914	15.46%
Mr. Zhou Sheji (Note 2)	44,770,000	2.95%	53,724,000	2.95%	44,770,000	2.46%
Mr. Wei Hongwen (Note 2)	200,000	0.01%	240,000	0.01%	200,000	0.01%
Public (Note 5)	<u>412,920,501</u>	<u>27.20%</u>	<u>495,504,601</u>	<u>27.20%</u>	<u>412,920,501</u>	<u>22.67%</u>
Total	<u>1,517,992,976</u>	<u>100.00%</u>	<u>1,821,591,571</u>	<u>100.00%</u>	<u>1,821,591,571</u>	<u>100.00%</u>

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- (b) Assuming the Maximum Exercisable Option Shares (being 38,966,145 Option Shares) were allotted and issued on or before the Record Date and no other Option Shares were allotted and issued on or before completion of the Open Offer:

	As at the date of the Underwriting Agreement		Immediately after completion of the Open Offer and assuming that all Offer Shares are taken up by Qualifying Shareholders and the Maximum Exercisable Option Shares are allotted and issued on or before Record Date		Immediately after completion of the Open Offer and assuming that no Offer Shares are taken up by Qualifying Shareholders (other than Wuling HK) and the Maximum Exercisable Option Shares are allotted and issued on or before Record Date	
	<i>No. of Shares</i>	<i>approx.%</i>	<i>No. of Shares</i>	<i>approx.%</i>	<i>No. of Shares</i>	<i>approx.%</i>
Wuling (Hong Kong) Holding Limited	778,479,561	51.28%	934,175,473	50.00%	1,089,871,385	58.33%
Dragon Hill ( <i>Notes 1 &amp; 4</i> )	281,622,914	18.56%	339,976,868	18.20%	283,314,057	15.16%
Mr. Zhou Sheji ( <i>Notes 2</i> )	44,770,000	2.95%	54,606,336	2.93%	45,505,280	2.44%
Mr. Wei Hongwen ( <i>Notes 2</i> )	200,000	0.01%	1,563,503	0.08%	1,302,919	0.07%
Mr. Sun Shaoli ( <i>Notes 2</i> )	0	0.00%	1,323,503	0.07%	1,102,919	0.06%
Mr. Zhong Xianhua ( <i>Notes 2</i> )	0	0.00%	882,336	0.05%	735,280	0.04%
Ms. Liu Yaling ( <i>Notes 2</i> )	0	0.00%	882,336	0.05%	735,280	0.04%
Mr. Zuo Duofu ( <i>Notes 2</i> )	0	0.00%	441,168	0.02%	367,640	0.02%
Mr. Ye Xiang ( <i>Notes 2</i> )	0	0.00%	441,168	0.02%	367,640	0.02%
Public ( <i>Notes 5</i> )	<u>412,920,501</u>	<u>27.20%</u>	<u>534,058,254</u>	<u>28.58%</u>	<u>445,048,545</u>	<u>23.82%</u>
Total	<u><u>1,517,992,976</u></u>	<u><u>100.00%</u></u>	<u><u>1,868,350,945</u></u>	<u><u>100.00%</u></u>	<u><u>1,868,350,945</u></u>	<u><u>100.00%</u></u>

*Notes:*

- (1) Mr. Lee Shing, an executive director of the Company, is beneficially interested in 281,622,914 Shares, which interests are held by Dragon Hill, a company wholly-owned by Mr. Lee Shing.
- (2) Mr. Zhou Sheji, Mr. Wei Hongwen, Mr. Sun Shaoli, Mr. Zhong Xianhua, Ms. Liu Yaling, Mr. Zuo Duofu and Mr. Ye Xiang are Directors.
- (3) For illustration purpose, the Maximum Exercisable Option Shares are assumed to be issued to the holders of the Options on a basis pro-rata to their holdings of the Options.
- (4) These include pro-rata Option Shares assumed to be issued to Mr. Lee Shing and his spouse.
- (5) Such scenario is for illustrative purpose only. As at the completion of the Open Offer, the Company will meet the public float requirement and it will comply with such requirement under Rule 8.08 at all times. In the event that there ceases to be a sufficient public float of the Company within the meaning of the Listing Rules solely because of the Underwriter's performance of its obligations pursuant to the Underwriting Agreement, the Underwriter undertakes to place down its shareholding interests in the Company to maintain the minimum public float for the Shares in compliance with Rule 8.08(1) of the Listing Rules upon completion of the Open Offer.

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### WARNING OF THE RISKS OF DEALING IN SHARES

The Open Offer is conditional upon several Conditions Precedent, details of which are set out in the section headed “Conditions of the Open Offer” above. The Underwriter is entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events set out above. The Open Offer is therefore also subject, *inter alia*, to the Underwriting Agreement not being terminated by the Underwriter. Accordingly, the Open Offer may or may not proceed.

Any dealings in the Shares up to the date on which all the Conditions Precedent are fulfilled will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealings in the Shares are recommended to consult their own professional advisers. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

### REASONS FOR THE OPEN OFFER AND USE OF PROCEEDS

The Company, through Wuling Industrial and its subsidiaries, is principally engaged in manufacturing and trading of engines and parts, automotive components and accessories, specialized vehicles and the trading of raw materials, water and power supply services in the PRC.

The gross proceeds from the Open Offer will not be less than approximately HK\$212.52 million and not more than approximately HK\$217.97 million. The net proceeds from the Open Offer after deducting all relevant expenses are estimated to be not less than approximately HK\$210.02 million but not more than HK\$215.47 million.

The Company will apply the net proceeds from the Open Offer for the Potential WI Capital Increase, pursuant to which the Group may contribute and inject capital in cash in the amount of RMB160.00 million (equivalent to approximately HK\$203.68 million) into Wuling Industrial on a non pro-rata basis as fully paid up capital to provide funds for the various corporate and business development projects as described below. Any balances of the net proceeds will be applied for repayment of bank loans of the Company. Wuling Industrial was established on 30 October 2006 as a state-owned limited company in the PRC, and was converted into a sino-foreign joint venture on 17 August 2007 which is currently owned as to approximately 50.98% and 49.02% by the Company and Guangxi Automobile.

Wuling Industrial and its subsidiaries are the only operating subsidiaries of the Company that are engaged in the principal activities of the Group. For the financial year ended 31 December 2014, Wuling Industrial’s turnover accounted for the entire turnover of the Group, except for the property rental income of RMB118,000 (equivalent to approximately HK\$150,214). As disclosed in the section headed “Chairman’s Statement” of the annual report of the Company for the financial year ended 31 December 2014 (the “**Annual Report**”), as the controlling shareholder of Wuling Industrial, the Group will implement appropriate financing strategies in a timely manner to provide funding for the development of Wuling Industrial, including utilizing the fund raising platform of the Company as a listed company.

## LETTER FROM THE BOARD

The Potential WI Capital Increase will strengthen the financial position of Wuling Industrial and provide funding for the Group's various expansion and enhancement projects including technical re-engineering projects, business expansion programs, capacity expansion programs, technical capacity strengthening programs and upgrading and integration programs. Details of the various programs undertaken by the Group, via Wuling Industrial, are set out in the Annual Report and the announcements published by the Company dated 11 February 2015, 15 April 2015, 11 May 2015 and 28 May 2015. Upon completion of the Potential WI Capital Increase, the Company currently intends to apply, via Wuling Industrial, the increased capital of RMB160.00 million (equivalent to approximately HK\$203.68 million) as to (i) RMB50 million (equivalent to approximately HK\$63.65 million) for the settlement of consideration for the master construction agreement in relation to the construction of the second phase development of the industrial site owned by Liuzhou Zhuotong as detailed in the sub-section headed "Material Contracts" of Appendix III to this prospectus and the announcement of the Company dated 11 May 2015; (ii) RMB34.615 million (equivalent to approximately HK\$44.06 million) for the settlement of the capital injection of Liuzhou Lingte Joint Venture. The Liuzhou Lingte Joint Venture is principally engaged in the research and development and sale of engines and related components and provision of related services. The capital injection of Liuzhou Lingte Joint Venture is intended to be used for construction of the infrastructure and main assembly line of the Liuzhou Lingte Joint Venture, as well as funding towards the research and development of the 3.7L Advanced Model. Details are set out in the sub-section headed "Material Contracts" of Appendix III to this prospectus and the announcement of the Company dated 15 April 2015 and 28 May 2015; and (iii) the remaining balance for the establishment of new production facilities in Chongqing with a site area of approximately 100,069 square meters as detailed in the sub-section headed "Material Contracts" of Appendix III to this prospectus and the announcement of the Company dated 11 February 2015.

As Wuling Industrial and Guangxi Automobile are connected persons of the Company, the Potential WI Capital Increase, if materialized, will constitute a connected transaction of the Company. The Company will comply with the Listing Rules and publish an announcement and a circular on details of the Potential WI Capital Increase as appropriate and seek independent Shareholders' approval where necessary, once the terms of the Potential WI Capital Increase are finalized and the corresponding capital increase agreement is entered into.

If the Potential WI Capital Increase does not proceed, the Company will apply the net proceeds from the Open Offer as to approximately HK\$67.80 million for repayment of bank loans, and the remaining balance will be applied as to approximately 40% for general working capital purposes and as to approximately 60% for other future business and investment opportunities.

The Board has considered other fund raising alternatives for the Group, such as placing of new Shares or other convertible securities, debt financing and rights issue. As debt financing would lead to additional interest burden and higher gearing ratio of the Group and share or convertible securities placement may dilute the shareholding in the Company of the existing Shareholders, the Board considers those two fund raising methods to be unpreferable.

## **LETTER FROM THE BOARD**

Although rights issue can provide a way out to those Shareholders who do not wish to take up the entitlements by selling nil-paid rights, rights issue will involve extra administrative work and additional cost for making arrangements on the trading of the nil-paid rights. Having considered the extra administrative work and cost which will be involved for the trading arrangements in relation to the nil-paid rights, and given that all Qualifying Shareholders can have an equal opportunity to maintain their interests in the Company under the Open Offer, Board is of the opinion that raising funds by way of the Open Offer is more cost effective and efficient. Further, the Subscription Price has been set at a discount to the recent closing prices of the Shares to encourage all the Qualifying Shareholders to participate in the Open Offer. Taking into account the above, the Directors (including the independent non-executive Directors) are of the view that the Open Offer is in the interest of the Company and the Shareholders as a whole since it offers the Qualifying Shareholders the opportunity to maintain their pro rata shareholding interests in the Company.

### **FUND-RAISING ACTIVITIES BY THE COMPANY DURING THE PAST 12 MONTHS IMMEDIATELY PRECEDING THE PROSPECTUS**

The Company has not conducted any fund raising activities in the past 12 months immediately preceding the Latest Practicable Date.

### **POSSIBLE ADJUSTMENTS TO THE OPTIONS**

As a result of the Open Offer, the exercise price and the number of Shares to be issued pursuant to the Options may be adjusted in accordance with the respective terms and conditions of the Share Option Scheme. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

### **FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

As set out in the Annual Report, during the year ended 31 December 2014, the Group recorded total revenue of RMB12,138,662,000, representing a slight increase of approximately 0.8% as compared to previous year. Gross profit for the year under review was RMB1,373,721,000, representing an increase of approximately 9.1%. Net profit of the Group for the year was RMB108,417,000, representing an increase of approximately 2.2% as compared to previous year. Profits attributable to the owners of the Company was RMB49,443,000, representing a decrease of approximately 2.1%.

As shown in the section of “Operation Review” in the Annual Report, the two main business segments namely (i) engines and related parts division and (ii) automotive components and other industrial services division registered sets of opposite results during the year ended 31 December 2014, in which, impressive growth of businesses of the automotive components and other industrial services division helped to compensate the decreases in the annual turnover of the engines and related parts division. Overall, strong market presence and increasing demands to the products of our key customer ensured a steady performance of the Group in the automobile industry in the PRC. Meanwhile, increases in revenue and the gradual improvement in the operations of the new facilities of the automotive components and the foundry facilities of the engines division benefited the margin performance of the Group, in spite of the adverse effects from a slowdown of business in the specialized vehicles division and a decline in the

## LETTER FROM THE BOARD

sale volume of the engines and related parts division during the year. Gross margin of the Group further improved to approximately 11.3% during the year as compared to approximately 10.5% recorded in previous year. Notwithstanding, the relatively low gross margin condition continued to reflect the keen competition environment in the automobile industry in the PRC.

Net profit of the Group did not improve on a proportionate magnitude primarily due to the higher level of research and development expenses incurred for the new products and the adverse effects from the losses and expenses incurred in the relocation and consolidation exercises. Other factors including the tax refunds in previous year and the fair value adjustments of the convertible loan notes on the respective financial years had also exerted certain impacts on the profitability performance of the Group for the year ended 31 December 2014.

As at 31 December 2014, the Group's net assets amounted to RMB1,613,192,000 which was increased by approximately 19.4% as compared to the net assets of RMB1,350,639,000 as recorded at 31 December 2013. Net assets attributable to the owners of the Company amounted to RMB794,338,000 as at 31 December 2014, representing an increase of approximately 35.6% as compared to the comparative figure of RMB585,859,000 as recorded at 31 December 2013. As at 31 December 2014, the Group's gearing ratio, being calculated based on the Group's total bank borrowings (inclusive of advances drawn on bills receivable discounted with recourse) and the Group's net assets, was approximately 33.1%, which showed a decrease as compared to the gearing ratio of approximately 60.8% as recorded at 31 December 2013.

Increase in the Group's net assets and the net assets attributable to the owners of the Company was primarily attributable to the profits generated during the year ended 31 December 2014 and the exercise of the entire convertible loan notes by Wuling HK, which amounted to HK\$200,000,000, during the year.

As stated in the "Chairman's Statements" of the Annual Report, the Group is optimistic about the future development of the automobile sector in the PRC. With the efforts made during "the 12th Five Year Plan" period, the Group has achieved preliminary success in its strategic transformation. The Group, in cooperation with Guangxi Automobile, our ultimate controlling shareholder, is formulating strategies for the next development stage during "the 13th Five Year Plan" period, specifying positioning and development strategies for each business segments.

In the ensuing year, the Group will aim at expanding and securing its market through market oriented operating mechanism supported by an effective management system. The Group will continue to further strengthen its research and development capabilities of new products to optimize its core products and enhance its core competitive strengths. In collaboration with other enterprises, both at home and abroad, the Group will procure quality enhancement and innovative development for our automotive component business, meanwhile actively cultivate talents for emerging businesses to pursue new projects with potential. The Group will also commit to undertake major technology enhancement programs and equity investment projects that may contribute to the goal of sustainable development.

## LETTER FROM THE BOARD

Looking ahead, the Group expects the favourable economic conditions and market trends will bring business opportunities to the three main business segments namely (i) engines and related parts; (ii) automotive components and other industrial services; and (iii) specialized vehicles. In response to the encouraging market situation, the Group will continue to implement various ongoing capacity expansion programs on a timely basis so as to cope with the growing demands from the customers. In addition, the Group will also continue to undertake technical re-engineering, upgrading and integration programs to further the product quality standard and technical capability so as to stay competitive in the industry.

### INFORMATION ON THE UNDERWRITER

Guangxi Automobile is the ultimate holding company of the Underwriter which holds 778,479,561 Shares, representing approximately 51.28% of the issued share capital of the Company.

Guangxi Automobile, through its direct and indirect wholly owned subsidiaries, namely Wuling Motors (Hong Kong) Company Limited and Wuling HK, is currently interested in approximately 51.28% of the total issued share capital of the Company, and is the ultimate controlling shareholder of the Company as at the Latest Practicable Date. Guangxi Automobile is currently a state-controlled limited company established in the PRC with the State-owned Assets Supervision and Administration Commission of the People's Government of Guangxi Zhuang Autonomous Region (廣西壯族自治區人民政府國有資產監督管理委員會) being the registered shareholder empowered by the People's Government of Guangxi Zhuang Autonomous Region (廣西壯族自治區人民政府). Guangxi Automobile, together with its subsidiaries, including the Group, is mainly engaged in the trading, manufacturing and design of (i) various types of vehicles, primarily passenger coaches and mini-buses, automotive components and accessories; (ii) various types of machinery, molds and tools for production of automobiles, engines, and other relevant parts; (iii) the provision of related services, including the technical advisory, information, production, after sales services and the supply of power and water services, etc, in relation to the aforementioned products and equipment; and (iv) rental of property and other related services.

### GENERAL

The Underwriter holds 778,479,561 Shares, representing approximately 51.28% of the issued share capital of the Company. Accordingly, the Underwriter is regarded as a connected person of the Company under the Listing Rules. However, given that (i) no underwriting commission is payable by the Company to the Underwriter pursuant to the Underwriting Agreement; and (ii) the Company will allocate the Offer Shares in excess of assured allotments at their discretion on a fair and equitable basis, and on a pro-rata basis based on the excess Offer Shares applied for by the Qualifying Shareholders, the issue of Offer Shares to the Underwriter is fully exempt from the connected transaction requirements under Rule 14A.92 of the Listing Rules. Furthermore, the Open Offer will not increase the issued share capital or the market capitalization of the Company by more than 50% within the 12-month period immediately preceding this Prospectus, and thus the Open Offer is not subject to the approval of the Shareholders pursuant to the Listing Rules.

## LETTER FROM THE BOARD

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information on the Group set out in the appendices to this Prospectus.

Yours faithfully,  
For and on behalf of the Board of  
**Wuling Motors Holdings Limited**  
**Wei Hongwen**  
*Chairman*



## 1. FINANCIAL INFORMATION INCORPORATED BY REFERENCE

The audited financial statements of the Group for the three years ended 31 December 2012, 2013 and 2014, including the notes thereto, have been disclosed in the annual reports of the Company for the years ended 31 December 2012 (page 52 to page 140), 2013 (page 56 to page 144) and 2014 (page 62 to page 146) respectively. The said annual reports of the Company are available on the Company's website at [www.wuling.com.hk](http://www.wuling.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

## 2. INDEBTEDNESS

At the close of business on 31 May 2015, being the latest practicable date for the purpose of this indebtedness statement, the Group had the following indebtedness that are unguaranteed:

	<i>Notes</i>	<b>As at 31 May 2015 RMB'000</b>
Secured bank borrowings	<i>1</i>	315,234
Unsecured bank borrowings		187,886
Advance drawn on bills receivables discounted with recourse	<i>2</i>	859,682
Unsecured amounts due to shareholders	<i>3</i>	247,021
Unsecured amount due to a related party	<i>4</i>	<u>10,261</u>
		<u><u>1,620,084</u></u>

*Notes:*

1. The amount is secured by bank deposits, bills receivables and certain investment properties of the Group.
2. The amount represents the Group's other borrowings secured by the bills receivables of the Group discounted to banks with recourse.
3. An amount of RMB244,653,000 represents amount due to Guangxi Automobile. The remaining amount of RMB2,368,000 represents amount due to Wuling HK.
4. The amount represents amount due to Jenpoint Limited, an entity controlled by Mr. Lee Shing, a director of the Company.

Save as aforesaid and apart from intra-group liabilities, the Group did not, as at 31 May 2015, have any material outstanding (i) debt securities, whether issued and outstanding, authorised or otherwise created but unissued, and term loans, whether guaranteed, unguaranteed, secured (whether the security is provided by the Company or by third parties) or unsecured; (ii) other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, whether guaranteed, secured or unsecured; (iii) mortgage or charges; or (iv) guarantees or other contingent liabilities.

### **3. WORKING CAPITAL**

The Directors, after due and careful enquiry, are of the opinion that, after taking into consideration the financial resources presently available to the Group, including banking facilities and other internal resources, and the estimated net proceeds from the Open Offer, the Group has sufficient working capital for its present requirements, that is for at least the next twelve months from the date of this Prospectus.

## 1. UNAUDITED PRO FORMA STATEMENT OF CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The unaudited pro forma statement of consolidated net tangible assets (the “**Unaudited Pro Forma Financial Information**”) of the Group prepared in accordance with Rule 4.29 of the Listing Rules is set out below to illustrate the effect of the Open Offer on the consolidated net tangible assets of the Group as if the Open Offer had been completed on 31 December 2014 and taking into account certain assumptions.

The Unaudited Pro Forma Financial Information of the Group has been prepared for illustration purposes only, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company immediately had the Open Offer been completed as at 31 December 2014 or at any future date after completion of the Open Offer.

The Unaudited Pro Forma Financial Information of the Group is prepared based on the consolidated net assets of the Group at 31 December 2014, as extracted from the published audited consolidated financial statements of the Group for the year ended 31 December 2014 and the adjustments described below.

Unaudited consolidated net assets of the Group attributable to owners of the Company as at 31 December 2014	Adjustment for intangible assets of the Group attributable to owners of the Company as at 31 December 2014	Adjusted unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2014	Estimated net proceeds from Open Offer assuming no Options are exercised on or before the Record Date	Adjusted unaudited consolidated net tangible assets of the Group attributable to owners of the Company after the Open Offer assuming no Options are exercised on or before the Record Date	Estimated net proceeds from the Open Offer assuming all Maximum Exercisable Option Shares are exercised on or before the Record Date	Adjusted audited pro forma consolidated net tangible assets of the Group attributable to owners of the Company after the Open Offer assuming all Maximum Exercisable Option Shares are exercised on or before the Record Date
RMB'000 (note i)	RMB'000 (note ii)	RMB'000 (A)	RMB'000 (note iii) (B)	RMB'000 (A)+(B)	RMB'000 (note iv) (C)	RMB'000 (A)+(C)
794,338	1,085	793,253	165,016	958,269	169,303	962,556

Adjusted unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2014 before Open Offer per Share (note v) RMB0.523

Adjusted unaudited pro forma consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2014 immediately after the Open Offer per Share assuming no Options are exercised on or before the Record Date (note vi) RMB0.526

Adjusted unaudited pro forma consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2014 immediately after the Open Offer per Share assuming Maximum Exercisable Option Shares are exercised on or before the Record Date (note vii) RMB0.526

*Notes:*

- i. The unaudited consolidated net assets of the Group attributable to owners of the Company as at 31 December 2014 is extracted from the published audited consolidated financial statements of the Group for the year ended 31 December 2014.
- ii. The intangible assets represent the Group's securities trading rights and premium on prepaid lease payments of approximately RMB628,000 and RMB897,000, respectively which are extracted from the published audited consolidated financial statement of the Group for the year ended 31 December 2014, of which 100% of the securities trading rights and 50.98% of premium on prepaid lease payments were attributable to owners of the Company.
- iii. The estimated net proceeds from the Open Offer are based on 303,598,595 Offer Shares issued (based on the total number of 1,517,992,976 Shares in issue as at 31 December 2014) and on the basis of 1 Offer Share for every 5 Shares held at the Record Date at a subscription price of HK\$0.70 (equivalent to approximately RMB0.55) per Offer Share assuming the Options are not exercised on or before completion of the Open Offer, after deduction of the estimated expenses attributable to the Open Offer of approximately HK\$2,500,000 (equivalent to approximately RMB1,963,000) and the differences attributable to rounding.
- iv. The estimated net proceeds from the Open Offer are based on 311,391,824 Offer Shares issued (based on the aggregate of the total number of 1,517,992,976 Shares in issue as at 31 December 2014 and assuming the Maximum Exercisable Option Shares of 38,966,145 are all exercised on or before the Record Date) and on the basis of 1 Offer Share for every 5 Shares held at the Record Date at a subscription price of HK\$0.70 (equivalent to approximately RMB0.55) per Offer Share, after deduction of the estimated expenses attributable to the Open Offer of approximately HK\$2,500,000 (equivalent to approximately RMB1,963,000) and the differences attributable to rounding.
- v. The calculation of the adjusted unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2014 before Open Offer per Share is determined based on the adjusted unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2014 of approximately RMB793,253,000, divided by the number of Shares in issue as at 31 December 2014, i.e. 1,517,992,976 Shares.
- vi. The calculation of the adjusted unaudited pro forma consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2014 immediately after the Open Offer per Share assuming no Options are exercised on or before the Record Date is determined based on the adjusted unaudited pro forma consolidated net tangible assets of the Group attributable to owners of the Company after the Open Offer assuming no Options are exercised on or before the Record Date of approximately RMB958,269,000, divided by 1,821,591,571 Shares which represents the sum of 1,517,992,976 Shares in issue as at 31 December 2014 and 303,598,595 Offer Shares (note iii).
- vii. The calculation of the adjusted unaudited pro forma consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2014 immediately after the Open Offer per Share assuming Maximum Exercisable Option Shares are exercised on or before the Record Date is determined based on the adjusted unaudited pro forma consolidated net tangible assets of the Group attributable to owners of the Company after the Open Offer assuming all Maximum Exercisable Option Shares are exercised on or before the Record Date of approximately RMB962,556,000, divided by 1,829,384,800 Shares which represents the sum of 1,517,992,976 Shares in issue as at 31 December 2014 and 311,391,824 Offer Shares (note iv).

**INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE  
COMPILATION OF PRO FORMA FINANCIAL INFORMATION****Deloitte.****德勤****TO THE DIRECTORS OF WULING MOTORS HOLDINGS LIMITED**

We have completed our assurance engagement to report on the compilation of pro forma financial information of Wuling Motors Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 December 2014 and related notes as set out on pages 32 to 33 of the prospectus issued by the Company dated 9 July 2015 (the “Prospectus”). The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described on pages 32 to 33 of the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the open offer of not less than 303,598,595 offer shares and not more than 311,391,824 offer shares of par value of HK\$0.004 each at the subscription price of HK\$0.70 per offer share (the “Open Offer”) on the basis of one offer Share for every five existing Shares held on the Record Date (as defined in the Prospectus) on the Group’s financial position as at 31 December 2014 as if the Open Offer had taken place at 31 December 2014. As part of this process, information about the Group’s financial position has been extracted by the Directors from the Group’s financial statements for the year ended 31 December 2014, on which an audit report has been published.

**Directors’ Responsibilities for the Pro Forma Financial Information**

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

**Reporting Accountant’s Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“HKSAE”) 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2014 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant’s judgment, having regard to the reporting accountant’s understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion**

In our opinion:

- (a) the pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong, 9 July 2015

## 1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company and the Open Offer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

## 2. SHARE CAPITAL, SHARE OPTIONS AND CONVERTIBLE NOTES

### Share capital of the Company

#### (a) Share capital as at the Latest Practicable Date

<i>Authorised:</i>	<i>HK\$</i>
<u>25,000,000,000</u> Shares	<u>100,000,000</u>
<u>1,521,400,000</u> convertible preference shares of HK\$0.001 each	<u>1,521,400</u>

#### *Issued and fully paid:*

<u>1,517,992,976</u> Shares	<u>6,071,972</u>
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#### (b) Share capital upon the completion of the Open Offer assuming no Option Shares were allotted and issued on or before the Record Date

<i>Authorised:</i>	<i>HK\$</i>
<u>25,000,000,000</u> Shares	<u>100,000,000</u>
<u>1,521,400,000</u> convertible preference shares of HK\$0.001 each	<u>1,521,400</u>

#### *Issued and fully paid:*

1,517,992,976 Shares at the Latest Practicable Date	6,071,972
<u>303,598,595</u> Offer Shares to be issued pursuant to the Open Offer	<u>1,214,394</u>
<u>1,821,591,571</u> Shares upon completion of the Open Offer	<u>7,286,366</u>



(c) *Share capital upon the completion of the Open Offer assuming the Maximum Exercisable Option Shares (being 38,966,145 Option Shares) were allotted and issued on or before completion of the Open Offer*

<i>Authorised:</i>		<i>HK\$</i>
<u>25,000,000,000</u>	Shares	<u>100,000,000</u>
<u>1,521,400,000</u>	convertible preference shares of HK\$0.001 each	<u>1,521,400</u>
<i>Issued and fully paid:</i>		
1,517,992,976	Shares in issue at the Latest Practicable Date	6,071,972
38,966,145	new Shares to be issued upon exercise of all Options	155,865
<u>311,391,824</u>	Offer Shares to be issued upon pursuant to the Open Offer	<u>1,245,567</u>
<u>1,868,350,945</u>	Shares upon completion of the Open Offer	<u>7,473,404</u>

Since 31 December 2014, the date to which the latest audited consolidated accounts of the Company were made up, and up to the Latest Practicable Date, there had not been any new issue of Shares.

All issued Shares rank pari passu with each other in all respects including the rights as to voting, dividends and return of capital. The Offer Shares to be allotted and issued will, when allotted and issued and fully paid, rank pari passu in all respects with the existing issued Shares. The issued Shares are listed on the Main Board of the Stock Exchange. Save as disclosed in this Prospectus, no part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being or proposed to be sought, on any other stock exchange.

There is no arrangement under which future dividends are/will be waived or agreed to be waived.

### Share options

As at the Latest Practicable Date, the Company has a total of outstanding Options under its Share Option Scheme which confers on the holders thereof the right to subscribe an aggregate of 105,990,000 Shares, out of which 17,000,000 Options have been granted to the Directors, 87,990,000 Options have been granted to the employees of the Group (which includes 1,600,000 Options granted to an employee who is the spouse of an executive Director) and 1,000,000 Options have been granted to a former Independent Non-executive Director, Mr. Yu Xiumin who resigned from the Company. Save as disclosed, as at the Latest Practicable Date, the Company does not have any other outstanding derivatives, options, warrants and conversion rights or similar rights or securities in issue which are convertible or exchangeable into Shares or Open Offer Shares.

As at the Latest Practicable Date, details of the outstanding Options held by the Directors, the employees and a resigned Director of the Group were as follows:

Date of grant	Exercise price Per Share HK\$	Exercisable Period		No. of Shares which may fall to be issued upon exercise of the Options
		From	To	
16 June 2012	0.49	6 October 2012	30 June 2016	92,590,000
21 January 2015	0.56	6 May 2015	30 June 2016	13,400,000

*Notes:*

1. Upon the Open Offer becoming unconditional, the exercise prices and number of the outstanding Options will be subject to adjustments. Further announcement will be made in this regard.
2. At the Latest Practicable Date, certain Options carrying subscription rights to subscribe for a total of 29,250,000 Option Shares were held by parties, including (i) Mr. Wei Hongwen, who is a director of the Underwriter, as well as an executive Director and the Chairman of the Board; (ii) Mr. Sun Shaoli, who is a director of the Underwriter and an executive Director; (iii) Mr. Zhong Xianhua, who is a senior management of the Underwriter and an executive Director; (iv) six other individuals who hold directorships and/or senior management posts in the Underwriter and/or its holding companies; (v) Mr. Lee Shing (who is an executive Director, the Vice-chairman and the Chief Executive Officer of the Company as well as the ultimate beneficial owner of Dragon Hill Development Limited) and his spouse; (vi) Mr. Zhou Sheji, Ms. Liu Yaling, who are executive Directors; and (vii) Mr. Zuo Duofu and Mr. Ye Xiang are independent non-executive Directors.

As at the Latest Practicable Date, save as disclosed above, no capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option.

#### **Convertible loan notes**

On 28 January 2014, the Company issued new convertible loan notes with an aggregate principal amount of HK\$200,000,000, equivalent to approximately RMB157,200,000, to the Wuling HK for the repayment of the former convertible loan notes held by Wuling HK and the advance from Wuling HK which were both repayable in 2014. These new convertible loan notes, which are denominated in HKD, have a nominal interest rate of 4.25% per annum and entitle the holder to convert, in whole or in part, the principal amount into Shares at the conversion price of HK\$0.58 per Share on any business days commencing from 28 January 2014 up to the fifth business days prior to the maturity date due on 28 January 2017.

The entire convertible loan notes were converted by Wuling HK in May 2014, from which a total number of 344,827,586 new Shares were issued to Wuling HK accordingly. The issue of these new Shares helped to further strengthen the capital base of the Company. As at the Latest Practicable Date, no convertible loan notes have been issued by the Company which remain outstanding.

### 3. DISCLOSURE OF INTERESTS

#### (I) Directors and Chief Executive of the Company

Save as disclosed below, as at the Latest Practicable Date, none of the Directors or Chief Executive of the Company held any interest in the long or short positions in the Shares, underlying shares or debentures or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and any of its associated corporations (within the meaning of part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to the Company and the Stock Exchange were as follows:

(i) *Long Positions in the Shares and underlying shares*

Names of Director	Capacity	Number of Shares/ options Held	Approximate % of the issued share capital*
Mr. Lee Shing ("Mr. Lee")	Interest in controlled corporation ( <i>Note 1</i> )	281,622,914	18.56%
	Beneficial owner ( <i>Note 2</i> )	3,000,000	0.20%
	Interest held by spouse ( <i>Note 3</i> )	1,600,000	0.10%
	Sub-total	<u>286,222,914</u>	<u>18.86%</u>
Mr. Zhou Sheji ("Mr. Zhou")	Interest in controlled corporation ( <i>Note 4</i> )	44,770,000	2.95%
	Beneficial owner ( <i>Note 2</i> )	2,000,000	0.13%
	Sub-total	<u>46,770,000</u>	<u>3.08%</u>
Mr. Wei Hongwen	Beneficial owner	200,000	0.01%
	Beneficial owner ( <i>Note 2</i> )	3,000,000	0.20%
	Sub-total	<u>3,200,000</u>	<u>0.21%</u>

*Notes:*

1. This represents the shares of the Company (“**Shares**”) held by Dragon Hill Development Limited (“**Dragon Hill**”), a company wholly-owned by Mr. Lee.
  2. This represents the outstanding Options held by the respective Directors issued under the Share Option Scheme adopted by the Company on 28 May 2012.
  3. This represents the outstanding Options held by the spouse of Mr. Lee issued under the Share Option Scheme adopted by the Company on 28 May 2012.
  4. This represents the Shares held by Gao Bao Development Limited, a company wholly-owned by Mr. Zhou.
- \* The percentage has been adjusted based on the total number of Shares in issue as at the Latest Practicable Date (i.e. 1,517,992,976).

(ii) *Directors’ interests in underlying shares of the Company attached to the Options granted by the Company*

Name of Directors	Capacity	As at	During the year		As at
		1 January 2014 <i>(Note 1)</i>	Granted (Exercised)	Lapsed/ Cancelled	31 December 2014 <i>(Note 1)</i>
<b>Directors</b>					
Mr. Lee Shing	Beneficial owner	3,000,000	—	—	3,000,000
	Family interest	1,600,000 <i>(Note 2)</i>	—	—	1,600,000
	Sub-total	4,600,000	—	—	4,600,000
Mr. Wei Hongwen	Beneficial owner	3,000,000	—	—	3,000,000
Mr. Sun Shaoli	Beneficial owner	3,000,000	—	—	3,000,000
Mr. Zhong Xianhua	Beneficial owner	2,000,000	—	—	2,000,000
Ms. Liu Yaling	Beneficial owner	2,000,000	—	—	2,000,000
Mr. Zhou Sheji	Beneficial owner	2,000,000	—	—	2,000,000
Mr. Zuo Duofu	Beneficial owner	1,000,000	—	—	1,000,000
Mr. Ye Xiang	Beneficial owner	1,000,000	—	—	1,000,000
	Total	<u>18,600,000</u>	<u>—</u>	<u>—</u>	<u>18,600,000</u>

*Notes:*

1. All of the share options was granted on 16 June 2012 and vested on the date immediately after three months from the date of acceptance and are exercisable from 6 October 2012 to 30 June 2016 (both days inclusive) at exercise price of HK\$0.49 per Share.
2. The spouse of Mr. Lee, an executive Director, is an employee of the Group.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company or their respective associates had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV

of the SFO) which had been recorded in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## (II) Substantial Shareholders

Save as disclosed below, as at the Latest Practicable Date, so far as was known to the Directors and Chief Executive of the Company, no other persons had an interest or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and section 336 of the SFO or, who is expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or in any options in respect of such capital:

### (a) Long Positions in the Shares and underlying shares

Name of Shareholders	Capacity	Nature of interest	Number of Shares held	Approximate % of the issued share capital
Dragon Hill (Note 1)	Beneficial owner	Corporate	281,622,914	18.56%
Mr. Lee	Interest in controlled corporation (Note 1)	Corporate	281,622,914	18.56%
	Beneficial owner (Note 2)	Option	3,000,000	0.20%
	Interest held by spouse (Note 2)	Family's option	1,600,000	0.10%
		Sub-total	<u>286,222,914</u>	<u>18.86%</u>
Wuling (Hong Kong) Holdings Limited ("Wuling HK") (Note 3)	Beneficial owner	Corporate	1,089,871,385	71.80%
Wuling Motors (Hong Kong) Company Limited ("Wuling Motors") (Note 3)	Interest in controlled corporation	Corporate	1,089,871,385	71.80%
Guangxi Automobile Holdings Limited ("Guangxi Automobile") (Note 3)	Interest in controlled corporation	Corporate	1,089,871,385	71.80%

*Notes:*

- (1) The entire issued share capital of Dragon Hill is legally and beneficially owned by Mr. Lee Shing, an executive Director. Accordingly, the Shares held by Dragon Hill has also been disclosed as long position of Mr. Lee Shing in the above table.
- (2) These represent the outstanding Options held by Mr. Lee Shing and his spouse.
- (3) The entire issued share capital of Wuling HK is currently held by Wuling Motors, whereas the entire issued share capital of Wuling Motors is currently held by Guangxi Automobile. Accordingly, Wuling Motors and Guangxi Automobile are deemed to be interested in the Shares in which Wuling HK is interested under the SFO. Out of the 1,089,871,385 Shares held by Wuling HK, 311,391,824 Shares refer to the Offer Shares to be fully taken up by the Underwriter on the scenario immediately after completion of the Open Offer and assuming that no Offer Shares are taken up by Qualifying Shareholders (other than the Underwriter) and the Maximum Exercisable Option Shares are allotted and issued on or before the Record Date.

***(b) Interests and Short Positions of Other Persons in the Shares and the Underlying Shares***

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, there was no other person (other than the Directors and the chief executive of the Company) who had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, who was recorded in the register required to be kept by the Company under Section 336 of the SFO or as otherwise notified to the Company and the Stock Exchange, or, who is directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

#### **4. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had entered or proposing to enter into a service contract with the Company or any of its subsidiaries or associated companies which is not expiring or determinable by the Company within one year without payment of compensation (other than statutory compensation).

#### **5. MATERIAL CONTRACTS**

During the two years immediately preceding the date of this prospectus, the following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Group and are or may be material:

1. the joint venture agreement dated 28 August 2013 entered into between Wuling Industrial and Guangxi Liugong Machinery Stock Company Limited\*(廣西柳工機械股份有限公司) (“**Guangxi Liugong**”), an independent third party and a company established in the PRC and a publicly listed company in relation to the establishment of a joint venture company, which shall be owned as to 50% by Wuling Industrial

and 50% by Guangxi Liugong at an initial total registered capital of RMB50,000,000 (equivalent to approximately HK\$63,450,000), in which Wuling Industrial shall contribute RMB25,000,000 in cash (equivalent to approximately HK\$31,725,000);

2. the joint venture agreement dated 1 November 2013 entered into between Wuling Liuji, a non-wholly owned subsidiary of the Company, and IAT Automobile Technology Co., Ltd. (“IAT”), a company established in the PRC with limited liability, in relation to the establishment of a joint venture company to be owned as to 51% by Wuling Liuji and as to 49% by IAT at an initial total registered capital of RMB60.2 million (equivalent to approximately HK\$76.3 million), in which Wuling Liuji shall contribute RMB30.7 million (equivalent to approximately HK\$38.9 million);
3. a subscription agreement dated 27 November 2013 entered into between the Company, as issuer, and Wuling HK, as subscriber, in relation to the subscription and issue of the convertible notes in the aggregate principal amount of HK\$200,000,000. The subscription agreement was completed on 28 January 2014 (the “**Subscription Agreement**”);
4. a renewed agreement dated 18 September 2013 entered into between the Company and KE Digital in relation to revision of the annual cap set out in the KE Purchase Agreement for the KE Purchase Transactions to RMB11 million (equivalent to approximately HK\$14 million) and RMB15 million (equivalent to approximately HK\$19 million) for the years ending 31 December 2013 and 2014 respectively (the “**2013 KE Purchase Agreement**”);
5. a renewed agreement dated 18 September 2013 entered into between the Company and Baomali in relation to revision of the annual cap set out in the Baomali Purchase Agreement for the Baomali Purchase Transactions to RMB14 million (equivalent to approximately HK\$18 million) for the year ending 31 December 2013 (the “**2013 Baomali Purchase Agreement**”);
6. a renewed agreement dated 18 September 2013 entered into between the Company and Guilin Bus in relation to revision of the annual cap set out in the GB Trading Agreement for the GB Sale Transactions and GB Purchase Transactions to RMB350 million (equivalent to approximately HK\$444 million) and RMB420 million (equivalent to approximately HK\$533 million) for the year ending 31 December 2013 respectively (the “**2013 GB Trading Agreement**”);
7. a master agreement dated 21 November 2013 entered into between Wuling Industrial and Guangxi Automobile (formerly known as Liuzhou Wuling Motors Company Limited) in relation to (i) the renewal of the terms of the 2011 GL Trading Agreement, the 2013 GB Trading Agreement and the 2013 Baomali Purchase Agreement and (ii) the replacement of the 2011 GH Trading Agreement, the 2011 GL Supply Agreement and the 2013 KE Purchase Agreement, for a term of three years from 1 January 2014 to 31 December 2016;



8. an original purchase agreement dated 22 January 2014 (the “**Original Purchase Agreement**”), as supplemented by the supplemental agreement dated 28 February 2014 (the “**Supplemental Agreement**”), entered into between Wuling Liuji, and Tian Yong, as supplier in relation to the procurement of the New Production Line and the Equipment by Wuling Liuji at a consideration of approximately RMB23.59 million (equivalent approximately HK\$29.93 million) (including VAT) payable by Wuling Liuji;
9. an additional purchase agreement dated 17 March 2014 entered into between Wuling Liuji and Tian Yong, as supplier in relation to the purchase of additional Equipment for the New Production Line at a consideration of approximately RMB5.45 million (equivalent approximately HK\$6.91 million) (including VAT) payable by Wuling Liuji (the “**Additional Purchase Agreement**”);
10. a notice to the Company dated 21 May 2014 from Wuling HK, subscriber of convertible notes under the Subscription Agreement, in relation to the request for the conversion of all of the Convertible Notes in the principal amount of HK\$200,000,000 into the conversion shares at the conversion price of HK\$0.58 per conversion share;
11. a tenancy agreement dated 4 December 2014 entered into between Wuling Industrial, as tenant and Qingdao Wuling Automotive Technology Co., Limited\* (青島五菱汽車科技有限公司), a company established in the PRC and is an indirect wholly-owned subsidiary of Guangxi Automobile (formerly known as Liuzhou Wuling Motors Company Limited), as landlord, in relation to the lease of a parcel of land and the buildings constructed thereon, which are located in south of Songhuajiang Road, west of Jiangshan Road, Huangdao District, Qingdao, the PRC\* (青島市黃島區江山路西、松花江路南側) with the total site area of the land and the total floor area of the buildings of approximately 48,919.00 square meters and 22,821.91 square meters respectively for a period commencing from 1 January 2015 and expiring on 31 December 2015 at the consideration of RMB405,923.35 (equivalent to approximately HK\$515,523) per month. The total rental payable under the tenancy agreement, on an annual basis, shall be RMB4,871,080.20 (equivalent to approximately HK\$6,186,272);
12. the land use rights transfer contract (國有建設用地使用權出讓合同) dated 11 February 2015 entered into between Chongqing Zhuotong, an indirect non-wholly-owned subsidiary of the Company, and Chongqing Land Bureau in relation to the acquisition of the land use rights of the state-owned land located at No. B3-1/01 of District B of Longxing Block in the Liangjiang New Area of Sichuan Province of the PRC (四川省重慶市兩江新區龍興組團B分區B3-1/01號) with the site area of approximately 100,069 square meters (the “**Land**”) for a term of 50 years at the consideration of RMB35,040,000 (equivalent to approximately HK\$43,449,600);

13. the master construction agreement dated 11 May 2015 entered into among Liuzhou Zhuotong, as originator, SCIVIC Engineering Corporation\* (機械工業第四設計研究院有限公司), an independent third party and a company incorporated in the PRC with limited liability, as lead manager, and Guangxi Construction Engineering Group No. 4 Construction Engineering Co., Limited\*(廣西建工集團第四建築工程有限責任公司), an independent third party and a company incorporated in the PRC with limited liability, as main contractor, in relation to the construction of the second phase development of the industrial site owned by Liuzhou Zhoutong situated at Hauling, Liudong New District in Liuzhou (柳州市柳東新區花嶺), at the consideration of RMB50 million (equivalent to approximately HK\$62 million);
14. a supplemental agreement dated 28 May 2015, entered into between Wuling Liuji and IAT, in relation to the increase in registered capital of Liuzhou Lingte Joint Venture, as approved between Wuling Liuji and IAT on 15 April 2015, for an aggregate amount of RMB105.95 million (equivalent to approximately HK\$134.56 million), to be contributed by Wuling Liuji at RMB49.45 million (equivalent to approximately HK\$62.80 million) in cash and by IAT at RMB56.50 million (equivalent to approximately HK\$71.76 million) (of which RMB36.50 million (equivalent to approximately HK\$46.36 million) will be injected in cash and RMB20.0 million (equivalent to approximately HK\$25.40 million) will be satisfied by the transfer of the intellectual property rights in relation to the technology on the 3.0L advanced V-type front and rear-drive 6-cylinder petrol engine model owned by IAT), so that the registered capital of Liuzhou Lingte Joint Venture will increase from RMB103.05 (equivalent to approximately HK\$138.87 million) to RMB200 million (equivalent to approximately HK\$254 million); and
15. the Underwriting Agreement.

## **6. INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENT SIGNIFICANT TO THE GROUP**

A subsidiary of the Company entered into a lease agreement with an associate of Mr. Lee Shing, an executive Director, the Vice-chairman and Chief Executive Officer of the Company for the leasing of a warehouse for keeping the old records of the Group for two years commencing from 1 August 2013 at a monthly rental of HK\$9,200. Save as disclosed herein, as at the Latest Practicable Date, none of the Directors had any interest in any assets which had been acquired or disposed of by or leased to, any member of the Group, or were proposed to be acquired or disposed of by or leased to, any member of the Group since 31 December 2014 (being the date to which the latest published accounts of the Company were made up).

As at the Latest Practicable Date, save as the Underwriting Agreement entered into between the Company and the Underwriter on 18 June 2015, whereas Mr. Wei Hongwen (being an executive Director and the Chairman), Mr. Sun Shaoli and Mr. Zhong Xianhua (both being executive Directors) are directors and/or senior management members of the Underwriter, on 18 June 2015, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

## 7. MATERIAL ADVERSE CHANGE

The Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Group were made up, up to and including the Latest Practicable Date.

## 8. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

## 9. COMPETING INTEREST

Mr. Wei Hongwen, the chairman of the Board and an executive Director, is a director of SAIC-GM-Wuling Automobile Co., Ltd (“SGMW”). SGMW is principally engaged in the manufacturing and trading businesses of motor vehicles and engines, which may have direct or indirect competition to the businesses of the Group. Although Mr. Wei is taken to have competing interests in SGMW by virtue of his common directorships, he will fulfil his fiduciary duty in order to ensure that he will act in the best interest of the Shareholders and the Company as a whole at all times. Besides, as SGMW is operated and managed under a publicly listed company with independent management and administration, the Directors are satisfied that the Group is capable of carrying its businesses independently of, and at arm’s lengths basis from, the businesses of SGMW.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and their respective close associates had any direct or indirect interest in a business which competes or may compete with the business of the Company.

## 10. EXPERT AND CONSENT

- (a) The following is the qualification of the expert who has been named in this Prospectus or has given its opinions and advice which are included in this Prospectus:

Name	Qualification
Deloitte Touche Tohmatsu	Certified Public Accountants

- (b) As at the Latest Practicable Date, Deloitte Touche Tohmatsu did not have any shareholding directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

- (c) Deloitte Touche Tohmatsu has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of the references to its letter/opinion or report(s) and references to its name in the form and context in which they are included in this Prospectus.
- (d) As at the Latest Practicable Date, Deloitte Touche Tohmatsu did not have any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 December 2014, being the date to which the latest published audited financial statements of the Group were made up.

## 11. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the consent letter referred to in the paragraph headed “Expert and consent” in this Appendix, has been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (WUMP) Ordinance.

## 12. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

### Business address of the Directors and senior management

Name	Business Address
<i>Executive Directors</i>	
Mr. WEI Hongwen (Chairman)	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong
Mr. LEE Shing (Vice-chairman & Chief Executive Officer)	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong
Mr. SUN Shaoli	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong
Mr. ZHONG Xianhua	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong

<b>Name</b>	<b>Business Address</b>
Ms. LIU Yaling	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong
Mr. ZHOU Sheji	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong
<i>Independent Non-executive Directors</i>	
Mr. ZUO Duofu	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong
Mr. YE Xiang	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong
Mr. WANG Yuben	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong

*Senior Management*

Mr. LAI Shi Hong, Edward	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong
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The brief biographies of the Directors are set out below:

**Executive Directors*****Mr. WEI Hongwen***

Mr. Wei, aged 52, chairman of the Board and the nomination committee, was appointed as executive Director on 10 September 2007. Mr. Wei obtained a master degree in economics from Sun Yat-Sen University in 1995 and is a professor level senior engineer. Mr. Wei has more than 30 years' of experience in the automobile manufacturing industry. Mr Wei is currently the chairman of the board of directors and the chief

executive of Guangxi Automobile, and a director of Wuling Motors and Wuling HK, being controlling shareholder of the Company, which are beneficially interested in approximately 51.28% of the total issued share capital of the Company. Mr. Wei is also currently the chairman of the board of director and the chief executive of Wuling Industrial and Wuling Liuji. Wuling Industrial is a principal subsidiary of the Company and is established in accordance with the sino-foreign equity joint venture agreements entered into by the Company and Guangxi Automobile. Wuling Liuji is a wholly-owned subsidiary of Wuling Industrial. Mr. Wei is also the vice chairman of SAIC-GM-Wuling Automobile Co., Ltd. (“SGMW”), which is a joint venture formed among Shanghai Automobile Industry (Group) Company, General Motors China and Guangxi Automobile.

***Mr. LEE Shing***

Mr. Lee, aged 57, vice-chairman of the board of directors and the chief executive officer, was appointed as executive Director on 22 June 2006 and is currently a member of the nomination committee. Mr. Lee has extensive experience in the trading and manufacturing business in Hong Kong and the PRC. Mr. Lee is also the vice-chairman of the board of director of Wuling Industrial, as well as a director of Wuling Liuji, a subsidiary of Wuling Industrial. Besides, he is currently a member of the Committee of the Chinese People’s Political Consultative Conference of Liuzhou, Guangxi Province, the PRC. Mr. Lee is the sole shareholder and sole director of Dragon Hill, a substantial Shareholder of the Company, which is beneficially interested in approximately 18.56% of the total issued share capital of the Company. Besides, Mr. Lee is an executive director of Grand TG Gold Holdings Limited (Stock Code: 8299), a company listed on the GEM board of The Stock Exchange of Hong Kong Limited and an executive director of Recyctec Holding AB, a company listed on Aktie Torget, Sweden.

***Mr. SUN Shaoli***

Mr. Sun, aged 60, was appointed as executive Director on 10 September 2007. Mr. Sun obtained a master degree in business administration from Harbin Industrial University in 1988 and is a senior economist. Mr. Sun has more than 30 years’ of experience in the automobile manufacturing industry. Mr. Sun is currently a director of Guangxi Automobile, Wuling Motors and Wuling HK, which are directly and indirectly wholly-owned subsidiaries of Guangxi Automobile. Wuling HK is currently the controlling shareholder of the Company which is beneficially interested in approximately 51.28% of the total issued share capital of the Company.

***Mr. ZHONG Xianhua***

Mr. Zhong, aged 56, was appointed as executive Director on 4 January 2010. Mr. Zhong is currently a director of Wuling Industrial and the vice president of Guangxi Automobile, the ultimate controlling shareholder of the Company. Mr. Zhong graduated from Hunan University majoring in mesoporphyrin protection. His profession is senior engineer and has over 27 years of extensive experience in the production, marketing and corporate management of the automotive components industry.

***Ms. LIU Yaling***

Ms. Liu, aged 39, was appointed as executive Director on 22 June 2006. Ms. Liu has a post graduate education background. She is a qualified accountant in the PRC specializing in financial management. Ms Liu gains her working experience in the automobile manufacturing industry and has approximately 16 years' of experience in the finance and accounting profession in the PRC. Ms. Liu is a member of the International Association of Registered Financial Planners and an associate member of the Institute of Financial Accountants.

***Mr. ZHOU Sheji***

Mr. Zhou, aged 58, was appointed as executive Director on 10 October 2008. Mr. Zhou holds a bachelor degree in mechanical engineering and a master degree in business administration. Mr. Zhou has more than 26 years' of experience in the management of a number of business sectors in China such as construction, international trade and information technology sectors. He is currently a vice general manager of Wuling Industrial, our principal subsidiary. Mr. Zhou is the sole shareholder and sole director of Gao Bao Development Limited, which is beneficially interested in approximately 2.95% of the total issued share capital of the Company.

**Independent non-executive Directors*****Mr. ZUO Doufu***

Mr. Zuo, aged 71, was appointed as independent non-executive Director on 22 June 2006. Mr. Zuo graduated from Department of Journalism of Jinan University. Mr. Zuo has about 30 years of experience in the media industry in the PRC. He is currently a representative of Congress of Writers' Representatives in the PRC and a member of president group of Guangdong Writer Association. Mr. Zuo is currently the chairman of the remuneration committee and a member of the nomination committee and the audit committee.

***Mr. YE Xiang***

Mr. Ye, aged 51, was appointed as independent non-executive Director on 10 October 2008. Mr. Ye is the founder and managing director of Vision Gain Capital Limited ("Vision Gain"), a company engages in the fund management and investment advisory business. Mr. Ye is a chartered financial analyst and holds a doctorate degree in finance. He has more than 19 years' of experience in the monetary and finance industry and has extensive exposures in the banking and regulatory aspects. Prior to his founding of Vision Gain, Mr. Ye was the director of China Affairs of the Securities and Futures Commission of Hong Kong. Mr. Ye is currently the chairman of the audit committee and a member of the nomination committee and the remuneration committee.

**Mr. WANG Yuben**

Mr. Wang, aged 59, was appointed as an independent non-executive Director on 20 March 2015. Mr. Wang obtained a doctorate degree in economic law from the school of law of the Renmin University of China. He is currently an arbitrator of Beijing Arbitration Commission and the executive officer of the research centre of direct marketing of the Peking University. Mr. Wang has more than 32 years of teaching experiences in a number of universities in the PRC. He is also at present a professor in the Capital University of Economics & Business. Besides, Mr. Wang is currently an independent non-executive director of Xinjiang Luntai Grand Oil Tech Co., Ltd. (新疆格瑞迪斯石油技術股份有限公司). Mr. Wang is currently a member of each of the nomination committee, the remuneration committee and the audit committee.

**Senior Management****Mr. LAI Shi Hong, Edward**

Mr. Lai, aged 50, currently chief financial officer and company secretary of the Company, is responsible for overseeing our finance, accounting and company secretarial functions. He is also a director of Wuling Industrial. Mr. Lai has more than 27 years' of experience in finance, accounting and business management. Mr. Lai graduated from the University of Hong Kong and the Hong Kong Baptist University and holds a Bachelor of Arts degree and a Master of Science degree in Corporate Governance and Directorship respectively. He is currently a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants.

**13. CORPORATE INFORMATION**

Head office and principal place of business	Unit 2403 24/F, Great Eagle Centre 23 Harbour Road Wanchai, Hong Kong
Registered office	Canon's Court 22 Victoria Street Hamilton HM 12 Bermuda
Authorised representatives	Mr. Lee Shing Block A, 6/F, Victoria Court 50-56 Hing Fat Street Hong Kong  Ms. Liu Yaling Flat H, 13/F, Southern Building 257-271 King's Road Hong Kong



Company secretary	Mr. Lai Shi Hong, Edward Member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales; and Fellow Member of the Association of Chartered Certified Accountants
Principal bankers	Bank of China (Hong Kong) Limited 1 Garden Road, Hong Kong  Hang Seng Bank Limited 83 Des Voeux Road Central, HK  Agricultural Bank of China Limited — Liuzhou Branch 47 Sanzhong Road, Liuzhou, Guangxi, the PRC  China Construction Bank Corporation — Liuzhou Branch 2 Beizhan Road, Liuzhou, Guangxi, the PRC  Bank of China Limited — Liuzhou Branch 178 Pingshan Dadao, Liuzhou, Guangxi, the PRC  Hua Xia Bank Co., Limited — Liuzhou Sub-branch 26 Wenchang Road, Liuzhou, Guangxi, the PRC  China Everbright Bank Co., Limited — Liuzhou Branch 17 East of Tanzhong Road, Liuzhou, Guangxi, the PRC  Industrial and Commercial Bank of China Limited — Liuzhou Branch 19 Guangya Road, Liuzhou, Guangxi, the PRC  Bank of Communications Co., Limited — Liuzhou Branch 32 Yuejin Road, Liuzhou, Guangxi, the PRC  Shanghai Pudong Development Bank Co., Limited — Liuzhou Branch 4 Youyi Road, Liuzhou, Guangxi, the PRC

	China Merchants Bank Co., Limited — Liuzhou Branch 26 Wenchang Road, Liuzhou, Guangxi, the PRC
Principal share registrar and transfer agent in Bermuda	MUFG Fund Services (Bermuda) Limited The Belvedere Building 69 Pitts Bay Road Pembroke HM08 Bermuda
Hong Kong branch share registrar and transfer office	Tricor Tengis Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong

#### 14. PARTIES INVOLVED IN THE OPEN OFFER

Underwriter	Wuling (Hong Kong) Holdings Limited Room 2404, 24/F. Worldwide House 19 Des Voeux Road Central Hong Kong
Financial adviser to the Company	BOSC International Company Limited Suite 2608–2611, Citibank Tower Citibank Plaza 3 Garden Road Central Hong Kong
Legal advisers to the Company	<i>As to Hong Kong Law</i> Sidley Austin Level 39, Two International Finance Centre 8 Finance Street Central Hong Kong  <i>As to Bermuda Law</i> Appleby 2206–19 Jardine House 1 Connaught Place Central Hong Kong

Auditors

Deloitte Touche Tohmatsu  
Certified Public Accountants  
35/F One Pacific Place  
88 Queensway  
Hong Kong

## 15. EXPENSES

The expenses in connection with the Open Offer, including financial advisory fees, underwriting commission, printing, registration, translation, legal and accountancy charge are estimated to be approximately HK\$2.5 million and are payable by the Company.

## 16. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained in such documents, are governed by and shall be construed in accordance with the laws of Hong Kong. When an acceptance or application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (WUMP) Ordinance.

## 17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours on any weekdays, except Saturdays, Sundays and public holidays at the principal place of business of the Company in Hong Kong at Unit 2403, 24th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong and on website of the Company ([www.wuling.com.hk](http://www.wuling.com.hk)) from the date of this Prospectus up to and including 23 July 2015:

- (a) the memorandum of association and bye-laws of the Company;
- (b) the annual reports of the Company containing audited consolidated financial statements of the Group for the two years ended 31 December 2013 and 2014;
- (c) the letter from Deloitte Touche Tohmatsu in respect of the unaudited pro forma financial information following completion of the Open Offer, the text of which is set out in Appendix II to this Prospectus;
- (d) the material contracts referred to in the paragraph headed “Material Contracts” in this Appendix;
- (e) a copy of each circular issued pursuant to the requirements set out in Chapter 14 and/or Chapter 14A which has been issued since 31 December 2013;
- (f) the written consent referred to in the paragraph headed “Expert and Consent” in this Appendix; and
- (g) this Prospectus.