

Application Form Number
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 23 JULY 2015.

本申請表格(「申請表格」)具有價值,但不可轉讓,並僅供下列合資格股東使用。二零一五年七月二十三日(星期四)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM 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.

閣下如對本申請表格或應採取之行動有任何疑問,應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of Wuling Motors Holdings Limited dated 9 July 2015 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外,本申請表格所用詞彙與五菱汽車集團控股有限公司日期為二零一五年七月九日之售股章程(「售股章程」)所界定者具相同涵義。

Dealings in the Shares may be settled through CCASS and 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 rights and interests.

股份之買賣可透過中央結算系統進行結算,而有關結算安排之詳情以及該等安排對閣下權利和權益可能產生之影響,閣下應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, 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 Application Form.

香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本申請表格全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of this Application Form, together with a copy of the Prospectus, a copy of the form of application for excess Offer Shares and a copy of the written consent by Deloitte Touche Tohmatsu have 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 Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

本申請表格之副本連同售股章程之副本、額外發售股份申請表格之副本及德勤·關黃陳方會計師行發出之書面同意之副本,已根據香港法例第32章公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對該等文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, 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.

待發售股份獲批准在聯交所上市及買賣,並符合香港結算之證券收納規定後,發售股份將獲香港結算接納為合資格證券,自發售股份在聯交所買賣首日或香港結算釐定之其他日期起可於中央結算系統寄存、結算及交收。聯交所參與者於任何交易日進行之交易,須於其後第二個交易日在中央結算系統交收。中央結算系統之一切活動須符合不時生效之中央結算系統一般規則及中央結算系統運作程序。



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)
(於百慕達註冊成立之有限公司) (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 PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON THURSDAY, 23 JULY 2015

公開發售

基準為於記錄日期每持有五股現有股份

獲發一股發售股份

股款最遲須於二零一五年七月二十三日(星期四)

下午四時正接納時繳足

APPLICATION FORM 申請表格

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

註冊辦事處:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Head office and
principal place of
business in Hong Kong:
Unit 2403, 24/F,
Great Eagle Centre,
23 Harbour Road,
Wanchai, Hong Kong

總辦事處及香港
主要營業地點:
香港灣仔
港灣道23號
鷹君中心
24樓2403室

Branch share registrar and
transfer office in Hong Kong:
Tricor Tengis Limited
Level 22, Hopewell Centre,
183 Queen's Road East,
Hong Kong

香港股份過戶登記分處:
卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

Name(s) and address(es) of the Qualifying Shareholder(s) 合資格股東姓名及地址

Number of Shares registered in your name on Wednesday, 8 July 2015
於二零一五年七月八日(星期三)以閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Thursday, 23 July 2015
閣下獲保證配發之發售股份數目(須不遲於二零一五年七月二十三日(星期四)下午四時正申請時繳足)

Box B
乙欄

Amount payable on assured allotment when applied in full
悉數申請認購保證配額時應繳款項

Box C
丙欄

HKS 港元

Box D
丁欄

Number of Offer Shares applied for 申請認購之發售股份數目
Remittance enclosed 隨附股款 HKS 港元

Application can only be made by the registered Qualifying Shareholder(s) named above.

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$0.70)

認購申請僅可由上述已登記之合資格股東作出。

請於丁欄填寫所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.70港元計算)

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to as mentioned in the Prospectus and this Application Form, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of one Offer Share for every five Shares held on Wednesday, 8 July 2015. If you wish to apply for such number of Offer Shares which is more than your assured allotment shown in Box B above, i.e. the excess Offer Shares, you should also fill in the separate form of application for excess Offer Shares, and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for application of Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "Wuling Motors Holdings Limited — Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares can be made by any persons who were Non-Qualifying Shareholders.

閣下可透過填寫本申請表格申請認購相等於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在發售章程及本申請表格所述者之規限下,有關要約乃向名列於本公司股東名冊且屬合資格股東之股東提出,基準為按於二零一五年七月八日(星期三)每持有五股股份獲保證配發一股發售股份。閣下如欲申請認購之發售股份數目多於上文乙欄所列閣下獲保證配發之發售股份數目(即額外發售股份),則閣下須另行填寫額外發售股份申請表格,並連同額外發售股份涉及之全數應繳款項之個別股款一併交回。閣下如欲申請認購任何發售股份,請填妥及簽署本申請表格,並將表格連同申請認購發售股份應繳之全數適當股款,一併交回本公司之香港股份過戶登記分處卓佳登捷時有限公司,地址為香港皇后大道東183號合和中心22樓。根據本申請表格申請認購發售股份之所有申請股款必須以港元支付,並須註明抬頭人為「Wuling Motors Holdings Limited — Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出,並須依照背頁所載手續。任何為不合資格股東之人士不得申請認購發售股份。



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)

CONDITIONS

1. No Non-Qualifying Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on this Application Form.
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Tengis Limited or any person nominated by it for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holder(s) of the Offer Shares which he/she/they has/have applied for subject to the Memorandum of Association and Bye-laws of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application in respect of which cheque is dishonoured upon first presentation is liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application for Offer Shares which does not comply with the procedures set out herein.
8. Completion and return of this Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with.
9. The Open Offer is subject to the fulfillment of the "Conditions of the Open Offer" as set out in the Prospectus.
10. No person receiving a copy of the Prospectus or an Application Form and having a registered address in the register of members of the Company in any 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 thereof. It is the responsibility of any person (including, without limitation, nominees, agents and trustees) receiving a copy of any of the Prospectus Documents outside Hong Kong and wishing to make an application for the Offer Shares under the Open Offer to satisfy himself/herself/itself before acquiring any entitlements to subscribe for the assured allotments of Offer Shares as to the full observance of the laws of the relevant territory including the obtaining of any governmental or other consents which may be required for observing any other formalities needed to be observed 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. Persons (including, without limitation, nominees, agents and trustees) receiving any of the Prospectus Documents should not distribute or send it in or into any territory or jurisdiction where to do so would or might contravene local securities laws or regulations. If any Application Form is received by any person in any such territory or jurisdiction or by the agent or nominee of such a person, he must not seek to take up any Offer Shares except with the express agreement of the Company. Any person who does forward any Application Form into any such territory or jurisdiction, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of the paragraph headed "Rights of Overseas Shareholders" in the "Letter from the Board" in the Prospectus. The Company reserves the right to treat as invalid any purported acceptance of or application for the allotment of Offer Shares comprised in any Application Form if it appears to the Company or its agents that acceptance of such allotment or application of Offer Shares may involve a breach of the laws or regulations of any territory or jurisdiction.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, you must enter in Box D of this Application Form the number of Offer Shares for which you wish to apply and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.70). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form when duly completed, to which the appropriate remittance(s) should be stapled accordingly and folded once and must be returned to Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Thursday, 23 July 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's 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". Unless this Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Thursday, 23 July 2015, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

FORCE MAJEURE

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 4:00 p.m. on Tuesday, 28 July 2015 (or such later time and date as may be agreed by the Underwriter and the Company in writing), 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;
- (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.

Any Shareholder or other person dealing in the Shares until the Open Offer becomes unconditional (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 dealing in the Shares during such period who is in any doubt about his or her position is advised to consult his or her professional adviser.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or banker's cashier order will be honored on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

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

SHARE CERTIFICATES FOR THE OFFER SHARES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on or before Thursday, 30 July 2015 to those Shareholders entitled thereto by ordinary post at their own risks. Each Qualifying Shareholder who has applied and paid for the Offer Shares will receive one share certificate for all the Offer Shares allotted and issued.

GENERAL

Lodgment of this Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party (parties) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This Application Form and any application for the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.



五菱汽車集團控股有限公司 WULING MOTORS HOLDINGS LIMITED

(於百慕達註冊成立之有限公司) (股份代號 Stock Code : 305)

條件

1. 不合資格股東不得申請認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部分接納之發售股份股票將以平郵方式按本申請表格上所列地址寄交承配人或(如屬聯名承配人)名列首位之承配人，郵誤風險概由彼等承擔。
3. 填妥本申請表格即表示申請人指示及授權本公司及/或卓佳登捷時有限公司或由其提名之任何人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士認為必要或合宜之所有其他事宜，以根據售股章程所述之安排，將所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請認購之發售股份之持有人，惟須符合本公司組織章程大綱及公司細則之規定。
5. 本公司收到股款後將隨即將其過戶，由此賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將不獲受理。
6. 閣下申請認購發售股份之權利不得轉讓。
7. 本公司保留權利接納或拒絕任何未符合本申請表格所載手續之發售股份認購申請。
8. 香港境外之任何人士填妥並交回本申請表格，將構成有關人士向本公司保證及聲明，是次申請已全面遵守有關司法權區所有註冊、法例及法規規定。
9. 公開發售須待售股章程所載「開發售之條件」達成後，方可作實。
10. 本公司股東名冊之登記地址為香港境外任何司法權區，並接獲售股章程或申請表格副本之人士，不得視之為申請認購發售股份之要約或邀請，惟有關要約或邀請可於有關司法權區合法地作出而毋須遵守其任何登記或其他法律或法規規定則除外。在香港境外接獲任何章程文件副本而擬根據公開發售申請認購發售股份之任何人士(包括但不限於代名人、代理人及受託人)，於取得任何權利以認購發售股份之保證配額前，須自行全面遵守有關地區之法律(包括就辦理於有關地區或司法權區須辦理之任何其他手續取得任何所需政府或其他同意)，並繳付有關地區或司法權區就此而規定繳付之任何稅項、徵稅及其他款項。倘在任何地區或司法權區派發或寄發章程文件或將其帶入當地將會或可能違反當地證券法例或法規，則接獲任何章程文件之人士(包括但不限於代名人、代理人及受託人)不得在當地派發或寄發章程文件或將其帶入當地。倘任何有關地區或司法權區之任何人士或其代理人或代名人接獲申請表格，均不得試圖承購任何發售股份，惟獲本公司明文同意者除外。任何人士向任何有關地區或司法權區之人士傳閱任何申請表格(不論根據合約或法律責任或基於其他理由)時，必須促請收件人留意售股章程「董事會函件」內「海外股東之權利」一段之內容。倘本公司或其代理人認為接納有關配額或申請發售股份可能違反任何地區或司法權區之法律或法規，則本公司保留權利將任何申請表格所包括發售股份配額之任何有意接納或申請視為無效。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所列閣下獲保證配發之發售股份數目。

倘閣下欲申請認購少於閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上欲申請認購之發售股份數目及應繳股款總額(以申請認購之發售股份數目乘以0.70港元計算)。倘所收到之相應股款金額少於所填上發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘閣下欲申請認購本申請表格乙欄所列相同數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則閣下將被視作申請認購已收全數款項所代表之發售股份數目。

填妥本申請表格並將適當之股款相應地壓釘其上後，請將表格對摺並於二零一五年七月二十三日(星期四)下午四時正或之前交回卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付。支票必須以香港持牌銀行開立之賬戶開出，銀行本票必須由香港持牌銀行發出，註明抬頭人為「Wuling Motors Holdings Limited – Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄(視乎情況而定)所示之適當股款於二零一五年七月二十三日(星期四)下午四時正之前已經收妥，否則閣下申請認購發售股份之權利以及一切有關權利將視為已放棄論，並將遭註銷。

不可抗力事件

倘發生下列事件，包銷商可於二零一五年七月二十八日(星期二)下午四時正(或包銷商與本公司可能書面協定之較後時間及日期)前任何時間向本公司發出書面通知終止包銷協議所載包銷安排：

- (a) 包銷商合理認為公開發售之成功將因以下各項而受到重大不利影響：
 - (1) 頒佈任何新規例或現有法例或規例(或其司法詮釋)出現任何變動，或發生其他屬任何性質之事件，而包銷商合理認為對本集團整體業務或財務或經營狀況或前景造成重大不利影響，或對開發售而言屬重大不利；或
 - (2) 發生屬政治、財務、經濟、貨幣市場或其他性質之任何本地、國家或國際事件或變動(不論是否構成包銷協議日期之前及/或之後發生或持續之一連串事件或變動其中部分)，或性質為任何本地、國家或國際爆發敵對行為或武裝衝突或形勢惡化，或影響本地證券市場，而包銷商合理認為對本集團整體業務或財務或經營狀況或前景造成重大不利影響；或
 - (3) 任何個別或與其他變動、影響或發展共同對(i)本集團整體業務、資產、狀況(財務或其他)、經營業績、營運或業務前景；或(ii)本公司根據包銷協議條款落實擬進行交易之能力構成或可能合理構成重大不利影響之變動、影響或發展(任何已糾正之不利變動、影響或發展除外)；或
 - (4) 爆發任何天災、戰爭、暴動、治安不靖、騷亂、火災、水災、爆炸、疫症、恐怖活動、罷工或停工，而包銷商合理認為對本集團整體業務或財務或經營狀況或前景構成重大不利影響；
- (b) 市況出現任何重大不利變動(包括但不限於香港、中國或與本集團整體業務相關之其他司法權區之金融或貨幣政策或外匯或貨幣市場變動、暫停或限制證券買賣、實施經濟制裁，以及就本條款而言之貨幣狀況變動，包括香港貨幣與美元匯率掛鈎體系變動)，而包銷商合理認為導致進行公開發售屬不宜或不宜；
- (c) 就公開發售而刊發之章程文件載有若干資料(不論有關本集團業務前景或狀況或有關本集團遵守任何法例或上市規則或任何適用規定之資料)，而此等資料於包銷協議日期前尚未由本公司公佈或刊發且包銷商合理認為對本集團整體屬重要，並可能對開發售之成功構成重大不利影響，或可能導致審慎投資者不申請其於開發售項下保證獲配發之發售股份；或
- (d) 本公司違反或未有遵守其根據包銷協議明文規定須承擔之任何重大責任或承諾，而將對開發售之成功構成重大不利影響。

任何股東或其他人士如在公開發售成為無條件前(預期為二零一五年七月二十八日(星期二)下午四時正)買賣股份，須相應承擔公開發售可能不會成為無條件及可能不會進行之風險。任何有意於該段期間買賣股份之股東或其他人士，倘對其狀況有任何疑問，應諮詢其專業顧問。

支票及銀行本票

所有支票及銀行本票均將緊隨收訖後承兌，而該等款項所賺取之全部利息(如有)將撥歸本公司所有。填妥及遞交申請表格連同接納發售股份之付款支票或銀行本票，將構成申請人保證支票或銀行本票將於首次承兌時兌現。凡隨附支票或銀行本票在首次承兌時未能兌現之有關申請均可遭拒絕受理；在此情況下，該保證配額及一切有關權利將視為已放棄論，並被註銷。

發售股份之地位

發售股份一經配發、發行及繳足後，將在各方面與股份享有同等地位。發售股份之持有人有權收取於發售股份配發及發行日期或之後所宣派、作出或派付之一切未來股息及分派。

發售股份之股票

待公開發售之條件達成後，發售股份之股票預期將於二零一五年七月三十日(星期四)或之前以平郵寄發予有權收取此等股票之股東，郵誤風險概由彼等承擔。已申請認購發售股份並繳納股款之各合資格股東將就已配發及發行之所有發售股份收取一張股票。

一般資料

本申請表格於獲發申請表格之人士簽署後，一經交回，即為交回之人士有權處理本申請表格及收取發售股份之有關股票之確證。本申請表格及據此申請認購發售股份均須受香港法例監管，並按其詮釋。



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)
(於百慕達註冊成立之有限公司) (股份代號 Stock Code : 305)

To: Wuling Motors Holdings Limited
致：五菱汽車集團控股有限公司

Dear Sirs,

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.70 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept the number of Offer Shares on the terms and conditions of the Prospectus dated 9 July 2015 and subject to the Memorandum of Association and Bye-laws of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

By signing this form, I/we declare that I/we am/are not Non-Qualifying Shareholders and my/our application for the Offer Shares does not violate any applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

敬啟者：

本人／吾等為背頁所列股份之登記持有人，現申請認購乙欄（或倘已填妥丁欄，則丁欄）指定之發售股份數目，並附上按每股發售股份0.70港元之價格計算須於申請時應繳足之全數股款**。本人／吾等謹此依照日期為二零一五年七月九日之售股章程所載條款及條件，以及在貴公司之組織章程大綱及公司細則之規限下，接納有關數目之發售股份，而本人／吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人／吾等謹此授權貴公司將本人／吾等之姓名列入股東名冊，作為上述有關數目或較少數目之發售股份之持有人，並授權貴公司將有關股票按背頁地址以平郵寄發予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已細閱背頁所載各項條件及申請手續，並同意受其約束。

透過簽署本表格，本人／吾等聲明本人／吾等並非不合資格股東，而本人／吾等申請認購發售股份並無違反香港以外任何司法權區之任何適用證券或其他法律或法規。

Please insert contact telephone number 請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)

(all joint Qualifying Shareholder(s) must sign)

合資格股東簽署（所有聯名合資格股東均須簽署）(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2015

日期：二零一五年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下詳情：

Number of Offer Shares applied for (being the total number specified in Box D, failing which, the total number specified in Box B) 申請認購發售股份數目（即丁欄所列明之總數，如未有填妥，則乙欄所列明之總數）	Total amount of remittance (being the total amount specified in Box D, failing which, the total amount specified in Box C) 股款總額（即丁欄所列明之股款總額，如未有填妥，則丙欄所列明之股款總額）	Name of bank on which cheque/banker's cashier order is drawn 支票／銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票／銀行本票號碼
	HKS 港元		

** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Wuling Motors Holdings Limited — Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this form).

支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Wuling Motors Holdings Limited — Open Offer Account」為抬頭人劃線開出（詳情請參閱本表格背頁「申請手續」一節）。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，認購發售股份數目少於或相等於申請人獲保證配發之發售股份數目之有效申請將獲全數接納。倘以上各欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘認購股款少於上欄所填數目之發售股份所需股款，則閣下將被視作申請認購已收款項所代表之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。概不會就認購股款發出任何收據。