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

(Incorporated in Bermuda with limited liability) (股份代號 Stock Code : 305)

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

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all the conditions set out in the Underwriting Agreement have been fulfilled. Accordingly, the Open Offer became unconditional at 4:00 p.m. on Tuesday, 28 July 2015.

At 4:00 p.m. on Thursday, 23 July 2015, being the latest time for acceptance of and payment for Offer Shares:

- (i) a total of 35 valid acceptances of assured entitlements had been received for an aggregate of 163,149,182 Offer Shares, representing approximately 53.74% of the total number of 303,598,595 Offer Shares available under the Open Offer; and
- (ii) a total of 26 valid applications had been received for an aggregate of 45,778,080 excess Offer Shares, representing approximately 15.08% of the total number of 303,598,595 Offer Shares available under the Open Offer.

In aggregate, a total of 61 valid acceptances and applications in respect of a total of 208,927,262 Offer Shares were received, representing approximately 68.82% of the total number of Offer Shares.

Based on the above results, the Open Offer was under-subscribed by 94,671,333 Offer Shares. In accordance with the terms of the Underwriting Agreement, the Underwriter has performed its underwriting obligations and has taken up all untaken Offer Shares.

The share certificates of the Offer Shares in respect of the valid acceptances for assured entitlements and successful excess application under the Open Offer will be despatched to those entitled by ordinary post at their own risk on or before Thursday, 30 July 2015. As all applications for the Offer Shares were valid and successful, there are no refund cheques in respect of the Open Offer.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 31 July 2015.

Reference is made to the prospectus of Wuling Motors Holdings Limited (the “**Company**”) dated 9 July 2015 in relation to the Open Offer (the “**Prospectus**”). Unless otherwise defined, capitalised terms used herein have the same meanings as ascribed to them in the Prospectus.

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In aggregate, a total of 61 valid acceptances and applications in respect of a total of 208,927,262 Offer Shares were received, representing approximately 68.82% of the total number of Offer Shares.

UNDERWRITING AGREEMENT

Based on the above results, the Open Offer was under-subscribed by 94,671,333 Offer Shares. In accordance with the terms of the Underwriting Agreement, the Underwriter has performed its underwriting obligations and has taken up all the untaken Offer Shares.

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, the following is a summary of the shareholding structure of the Company immediately before and after completion of the Open Offer:

	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	No. of Shares	approx. %	No. of Shares	approx. %
Wuling HK	778,479,561	51.28%	1,028,846,806	56.48%
Dragon Hill (<i>Note 1</i>)	281,622,914	18.56%	281,622,914	15.46%
Mr. Wei Hongwen (<i>Note 2</i>)	200,000	0.01%	200,000	0.01%
Public	<u>457,690,501</u>	<u>30.15%</u>	<u>510,921,851</u>	<u>28.05%</u>
Total	<u>1,517,992,976</u>	<u>100.00%</u>	<u>1,821,591,571</u>	<u>100.00%</u>

Notes:

- (1) Mr. Lee Shing, an executive Director, is indirectly beneficially interested in 281,622,914 Shares, which interests are held by Dragon Hill, a company wholly-owned by Mr. Lee Shing.
- (2) Mr. Wei Hongwen is an executive Director.

DESPATCH OF SHARE CERTIFICATES AND COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

The share certificates of the Offer Shares in respect of the valid acceptances for assured entitlements and successful excess application under the Open Offer will be despatched to those entitled by ordinary post at their own risk on or before Thursday, 30 July 2015. As all applications for the Offer Shares were valid and successful, there are no refund cheques in respect of the Open Offer.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 31 July 2015.

On behalf of the Board
Wuling Motors Holdings Limited
Wei Hongwen
Chairman

Hong Kong, 29 July 2015

As at the date of this announcement, the Board comprises Mr. Wei Hongwen (Chairman), Mr. Lee Shing (Vice-chairman and Chief Executive Officer), Mr. Sun Shaoli, Mr. Zhong Xianhua and Ms. Liu Yaling as executive Directors, and Mr. Zuo Duofu, Mr. Ye Xiang and Mr. Wang Yuben as independent non-executive Directors.