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

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

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Wuling Motors Holdings Limited (the “**Company**”) will be held at Unit 2403, 24/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 14 January 2016, for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the capital increase agreement dated 3 December 2015 (the “**WI Capital Increase Agreement**”), entered into among the Company, 廣西汽車集團有限公司 (Guangxi Automobile Holdings Limited\*) (“**Guangxi Automobile**”) and 柳州五菱汽車工業有限公司 (Liuzhou Wuling Motors Industrial Company Limited\*) (“**Wuling Industrial**”) (a copy of which is produced to the SGM marked “A” and initialed by the chairman of the meeting for the purpose of identification) in relation to the proposed contribution by the Company to contribute an additional sum of RMB160,000,000 in cash for the WI Capital Increase (as defined in the circular of the Company dated 24 December 2015), of which RMB82,580,646 will be contributed to the registered capital of Wuling Industrial and RMB77,419,354 will be contributed to the capital reserves of Wuling Industrial;
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents and to take such steps as he/she may consider necessary, desirable or expedient to give effect to or in connection with the WI Capital Increase Agreement or any of the transactions contemplated under the WI Capital Increase Agreement and all other matters incidental thereto.”

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

Hong Kong, 24 December 2015

\* *For identification purpose only*

*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

*As at the date of this notice, 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.*

*Notes:*

1. Any member entitled to attend and vote at the SGM (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, in the event of poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM (or at any adjournment thereof). Completion and return of the forms of proxy will not preclude a member from attending the SGM and voting in person if he so wishes. In this event that a member attends the SGM after having lodged his form of proxy, his form of proxy will be deemed to have been revoked.
3. In the case of joint holders of Shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. Shareholders are advised to read the circular to the shareholders of the Company dated 24 December 2015 which contains information concerning the resolution to be proposed in this notice.
5. The ordinary resolution to be proposed at the SGM shall be decided by way of poll.