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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 the special general meeting (the “**SGM**”) of Wuling Motors Holdings Limited (五菱汽車集團控股有限公司) (the “**Company**”) will be held at Unit 2403, 24/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 16 December 2016 at 12:00 noon to consider and, if though fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. “**THAT:**

- (a) the capital increase agreement dated 13 October 2016 entered into between the Company, 廣西汽車集團有限公司 (Guangxi Automobile Holdings Limited\*) and 柳州五菱汽車工業有限公司 (Liuzhou Wuling Motors Industrial Company Limited\*) (“**Wuling Industrial**”) (the “**Capital Increase Agreement**”) (a copy of which is produced to the SGM marked “A” and signed by the chairman of the SGM for identification purposes) pursuant to which the Company conditionally agreed to contribute an additional sum of RMB590,000,000 in cash for the capital increase of Wuling Industrial in two instalments, be and are hereby approved, confirmed and ratified;
- (b) the subscription agreement dated 13 October 2016 entered into between the Company and Wuling (Hong Kong) Holdings Limited (“**Wuling HK**”) (the “**Subscription Agreement**”) (a copy of which is produced to the SGM marked “B” and signed by the chairman of the SGM for identification purposes) in relation to the subscription of the convertible notes A in an aggregate principal amount of HK\$400,000,000 (the “**Convertible Notes A**”) to be issued by the Company and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;
- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company to be issued pursuant to the conversion of the Convertible Notes A (the “**Conversion Shares A**”), the allotment and the issue of the Conversion Shares A and the issue of the Conversion Shares A pursuant to the terms of the Subscription Agreement be and are hereby confirmed and approved; and

- (d) any one director of the Company be and is hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Capital Increase Agreement and the Subscription Agreement.”

2. **“THAT:**

- (a) the placing agreement dated 13 October 2016 entered into by and among the Company, China Industrial Securities International Capital Limited, Essence International Securities (Hong Kong) Limited, GF Securities (Hong Kong) Brokerage Limited and CCB International Capital Limited (the **“Placing Agreement”**) (a copy of which is produced to the SGM marked “C” and signed by the chairman of the SGM for identification purposes) in relation to the placing of the convertible notes B in an aggregate principle amount of up to HK\$300,000,000 (the **“Convertible Notes B”**) to be issued by the Company and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company to be issued pursuant to the conversion of the Convertible Notes B (the **“Conversion Shares B”**), the allotment and the issue of the Conversion Shares B and the issue of the Conversion Shares B pursuant to the terms of the Placing Agreement be and are hereby confirmed and approved; and
- (c) any one director of the Company be and is hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Placing Agreement.”

3. **“THAT:**

- (a) the grant of a specific mandate to issue the Conversion Shares A and Conversion Shares B (collectively the **“Conversion Shares”**) at the conversion price of not less than HK\$0.70 per Conversion Share upon completion of each of the Subscription Agreement and the Placing Agreement be and are hereby considered and approved; and
- (b) any director of the Company to implement and take all steps and to do all acts and things which in his/her opinion may be necessary or desirable to give effect and/or to complete or in connection with the Capital Increase Agreement, the Subscription Agreement, the Placing Agreement and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder be and are hereby authorised.”

4. To re-elect the retiring directors of the Company.

On behalf of the Board  
**Wuling Motors Holdings Limited**  
**Yuan Zhijun**  
*Chairman*

28 November 2016

*Registered office:*  
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

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting (or at any adjournment thereof) shall be entitled to appoint one or more proxies to attend and vote, on a poll, on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use in connection with the above meeting is enclosed and such form is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be delivered to 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 above meeting (or at any adjournment thereof). Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Shareholders are advised to read the circular to the shareholders of the Company dated 28 November 2016 which contains information concerning the resolutions to be proposed in this notice.
4. All votes on the resolutions in this notice to be proposed at the meeting shall be conducted by way of poll.

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

\* *For identification purposes only*