



# 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)

## PROXY FORM FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 16 DECEMBER 2016 (THE “MEETING”)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.004 each in the share capital of  
Wuling Motors Holdings Limited (the “Company”) HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to 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 (and at any adjournment thereof) in respect of the  
resolutions set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit <sup>(Note 4)</sup>:

	ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve, confirm and ratify: (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”) 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; (b) the subscription agreement dated 13 October 2016 entered into between the Company and Wuling (Hong Kong) Holdings Limited (“Wuling HK”) (the “Subscription Agreement”) 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; (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; and (d) to generally and unconditionally authorize any one director of the Company 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.	To approve, confirm and ratify: (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”) 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; (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 issue of the Conversion Shares B and the issue of the Conversion Shares B pursuant to the terms of the Placing Agreement; and (c) to generally and unconditionally authorize any one director of the Company 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.	To consider and approve 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 and to authorize 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 form, 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.		
4.	(i) to re-elect Mr. Yuan Zhijun as an executive director of the Company (ii) to re-elect Mr. Yang Jianyong as an executive director of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ Signed <sup>(Note 5)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on his behalf.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its seal or under the hand of an officer or attorney duly authorized in writing.
- In the case of joint holders, the vote(s) of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.

### “PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company / Tricor Tengis Limited at the above address.”