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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)

**POLL RESULTS OF SPECIAL GENERAL MEETING
HELD AT 12:00 NOON ON 16 DECEMBER 2016**

The Board is pleased to announce that all of the ordinary resolutions proposed at the SGM have been duly passed by the Independent Shareholders and the Shareholders respectively by way of poll at the SGM held at 12:00 noon on 16 December 2016 in accordance with the requirements of the Listing Rules.

Reference is made to the circular of Wuling Motors Holdings Limited (the “**Company**”) dated 28 November 2016 (the “**Circular**”) in relation to: (i) the Capital Increase Agreement, the Subscription Agreement, the Placing Agreement and the transactions contemplated thereunder; and (ii) the re-election of the retiring Directors. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

RESULTS OF THE SGM

The Board is pleased to announce that: (i) all of the ordinary resolutions proposed at the SGM for approval of the Capital Increase Agreement, the Subscription Agreement, the Placing Agreement and the transactions contemplated thereunder have been duly passed by the Independent Shareholders by way of poll at the SGM held at 12:00 noon on 16 December 2016 in accordance with the requirements of the Listing Rules; and (ii) all of the ordinary resolutions in relation to the re-election of the retiring Directors have been duly passed by the Shareholders by way of poll at the SGM held at 12:00 noon on 16 December 2016 in accordance with the requirements of the Listing Rules. The vote-taking at the SGM was scrutinised by the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited. The poll results in relation to the ordinary resolutions were as follows:

	Ordinary Resolutions	No. of votes cast and percentage of total no. of votes cast		Total no. of votes cast
		For	Against	
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.	325,692,229 (99.96%)	140,000 (0.04%)	325,832,229
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.	325,692,229 (99.96%)	140,000 (0.04%)	325,832,229

	Ordinary Resolutions		No. of votes cast and percentage of total no. of votes cast		Total no. of votes cast
			For	Against	
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 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.		325,692,229 (99.96%)	140,000 (0.04%)	325,832,229
4.	(i)	to re-elect Mr. Yuan Zhijun as an executive director of the Company	1,354,399,035 (99.98%)	280,000 (0.02%)	1,354,679,035
	(ii)	to re-elect Mr. Yang Jianyong as an executive director of the Company	1,354,459,035 (99.98%)	220,000 (0.02%)	1,354,679,035

As at the date of the SGM, the total number of Shares in issue of the Company were 1,835,821,841 Shares. Guangxi Automobile, Wuling HK, Wuling Industrial and their respective associates, holding a total of 1,028,846,806 Shares representing approximately 56.04% of the total number of Shares in issue of the Company as at the date of SGM, had abstained from voting on the ordinary resolutions proposed at the SGM for approval of the Capital Increase Agreement, the Subscription Agreement, the Placing Agreement and the transactions contemplated thereunder. Accordingly, the Independent Shareholders holding a total of 806,975,035 Shares were entitled to attend and vote for or against the ordinary resolutions proposed at the SGM for approval of the Capital Increase Agreement, the Subscription Agreement, the Placing Agreement and the transactions contemplated thereunder. Meanwhile, there were no restrictions on any Shareholders to cast votes on the ordinary resolutions proposed at the SGM for re-election of the retiring Directors. As more than 50% of votes were cast, by poll, in favour of the ordinary resolutions at the SGM held at 12:00 noon on 16 December 2016, all of the ordinary resolutions were duly passed as ordinary resolutions of the Company.

Save as disclosed above there were no Shares entitling the holders to attend and vote only against any of the ordinary resolutions proposed at the SGM.

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

Hong Kong, 16 December 2016

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 and Mr. Yang Jianyong as executive Directors, and Mr. Zuo Duofu, Mr. Ye Xiang and Mr. Wang Yuben as independent non-executive Directors.

* For identification purpose only