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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)

**SUPPLEMENTAL AGREEMENT
TO THE 2017–2019 MASTER AGREEMENT
AND REVISION OF ANNUAL CAPS**

DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcement of the Company dated 28 April 2017 in relation to, among other things, the Supplemental Agreement and the revision of the Annual Caps of the Sale Transactions under the 2017–2019 Master Agreement (“April 2017 Announcement”) and the announcement of the Company dated 17 May 2017 in relation to, among other things, the Second Supplemental Agreement and the revision of the Annual Caps of the Purchase Transactions under the 2017–2019 Master Agreement (“May 2017 Announcement”). Unless otherwise defined, capitalised items used in this announcement shall have the same meanings as those defined in the April 2017 Announcement and the May 2017 Announcement.

As stated in the April 2017 Announcement, a circular (the “Circular”) containing, among other things, (i) details of the Supplemental Agreement; (ii) a letter from the Independent Board Committee to the Independent Shareholders giving its recommendations in respect of the Supplemental Agreement and the Revised Annual Caps with respect to the Sale Transactions; (iii) a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders containing its advice in relation to the Supplemental Agreement and the Revised Annual Caps with respect to the Sale Transactions; and (iv) a notice of the SGM, will be despatched to the Shareholders on or before 23 May 2017.

As the Group requires additional time to prepare the Circular and considers that it is more efficient to combine the Circular with the circular which is required to be prepared and despatched in relation to the Second Supplemental Agreement and the revision of the Annual Caps of the Purchase Transactions as detailed in the May 2017 Announcement, it is expected that the despatch of the Circular will be postponed to a date on or before 8 June 2017.

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

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.

Hong Kong, 17 May 2017