

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

INSIDE INFORMATION — TENDERS FOR EQUIPMENT PURCHASE AGREEMENTS

This announcement is made by the Board pursuant to Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Listing Rules.

The Board announces that upon completion of the respective open tender process of the Tenders for the purchase of the Equipment by Wuling Industrial (which is a non-wholly owned subsidiary of the Company), the Tender Company (which was entrusted by Wuling Industrial for the purpose of conducting the Tenders) issued the Notices to Shanghai Yipu on 24 August 2017 relating to (i) selection of Shanghai Yipu as successful bidder of the two Tenders at the respective bidding prices of RMB23,931,623 (exclusive of VAT) and RMB1,239,316 (exclusive of VAT), and (ii) the execution of the Equipment Purchase Agreements, the terms of which shall conform to the applicable requirements under the Listing Rules, by Wuling Industrial as the purchaser and Shanghai Yipu as the vendor within 30 days from the date of the Notices.

References are made to the Company's announcements dated 25 January 2017 and 31 March 2017 respectively. Wuling Industrial and Shanghai Yipu entered into two Previous Equipment Purchase Agreements respectively dated 25 January 2017 and 31 March 2017, pursuant to which Wuling Industrial agreed to purchase and the Shanghai Yipu agreed to sell (i) certain automatic welding and assembly production production-lines and industrial robots; and (ii) three new sets of industrial robotic workstation with the rendering of certain modification services for two existing workstations at the net consideration of RMB34,829,060 (exclusive of VAT) and RMB3,076,923 (exclusive of VAT) respectively. Pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules for the purpose of classification of the transactions, as the Previous Equipment Purchase Agreements and the Equipment Purchase Agreements entered/will be entered between Wuling Industrial and Shanghai Yipu within a 12-month period, all transactions respectively contemplated under those agreements will be considered and be aggregated as one transaction at a total net consideration (exclusive of VAT) of RMB63,076,922. As at the date of this announcement, Shanghai Yipu was held as to approximately 40% by Guangxi Automobile, while Guangxi Automobile, being the ultimate controlling Shareholder, through its direct and indirect wholly-owned subsidiaries, holds approximately 56.04% of the total number of Shares in issue. In this regard, Shanghai Yipu is a connected person of the Company under Rule 14A.07 of the Listing Rules. As one or more applicable percentage ratios for the aggregate

transactions under the Previous Equipment Purchase Agreements and the Equipment Purchase Agreements (upon execution) is/are more than 5% but below 25%, the transactions contemplated under the Equipment Purchase Agreements are expected to constitute discloseable transactions for the Company pursuant to Chapter 14 of the Listing Rules as well as connected transactions pursuant to Chapter 14A of the Listing Rules, and will be subject to reporting, announcement and the Independent Shareholders' approval requirements.

The Company will comply with the Listing Rules and issue an announcement pursuant to the Listing Rules upon execution of the Equipment Purchase Agreements.

Shareholders and other investors are advised to exercise caution when dealing in securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Company”	Wuling Motors Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange (stock code: 305.HK)
“connect person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	Director(s) of the Company
“Equipment”	two sets of equipment, being production lines and industrial robotic stations designated and installed for productions of vehicle parts by Wuling Industrial for supplying to the vehicles manufactured by its customers, and subjects of Tenders
“Equipment Purchase Agreements”	two equipment purchase agreements to be entered into between Wuling Industrial and Shanghai Yipu on or before 23 September 2017, pursuant to which Wuling Industrial will conditionally agree to purchase and Shanghai Yipu will conditionally agree to sell the Equipment
“Group”	the Company and its subsidiaries
“Guangxi Automobile”	廣西汽車集團有限公司 (Guangxi Automobile Group Co., Limited*), a state-controlled enterprise established in the PRC, being the ultimate beneficial controlling Shareholder which is indirectly interested in approximately 56.04% of the total number of Shares in issue

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholder(s)”	Shareholder(s) other than Guangxi Automobile and its associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notices”	two notices of successful bidding issued by the Tender Company to Shanghai Yipu on 24 August 2017 in relation to the purchase of the Equipment by Wuling Industrial conducted under the Tenders
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Previous Equipment Purchase Agreements”	the sale and purchase agreements dated 25 January 2017 and 31 March 2017 respectively, both entered into between Wuling Industrial as the purchaser and Shanghai Yipu as the vendor in relation to the sale and purchase of (i) certain automatic welding and assembly production production-lines and industrial robots; and (ii) three new sets of industrial robotic workstation with the rendering of certain modification services for two existing workstations respectively for production of vehicles parts by Wuling Industrial for supplying to vehicles produced by its customers
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Yipu”	上海詣譜自動化裝備有限公司 (Shanghai Yipu Automatic Equipment Co., Ltd.*), a company established in the PRC and held as to approximately 40% by Guangxi Automobile
“Share(s)”	ordinary share(s) of HK\$0.004 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tender Company”	廣西機電設備招標有限公司 (Guangxi Machinery & Electric Equipment Tendering Company Limited*), which was entrusted by Wuling Industrial to conduct the Tenders for the purchase of the Equipment
“Tenders”	the two tender invitations made by Wuling Industrial through the Tender Company for the purchase of the Equipment

“VAT”	the value-added tax
“Wuling Industrial”	柳州五菱汽車工業有限公司 (Liuzhou Wuling Motors Industrial Company Limited*), a company established in the PRC and a non-wholly owned subsidiary of the Company
“%”	per cent

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

Hong Kong, 24 August 2017

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*