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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 a special general meeting (the “SGM”) of Wuling Motors Holdings Limited (the “Company”) will be held at Unit 2403, 24/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 23 November 2017 at 12:00 noon, for the purpose of considering and, if thought fit, passing, with or without modification, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the First Agreement (as defined in the circular of the Company dated 1 November 2017 (the “Circular”)) entered into between 柳州五菱汽車工業有限公司 (Liuzhou Wuling Motors Industrial Company Limited*) and 上海詣譜自動化裝備有限公司 (Shanghai Yipu Automatic Equipment Co., Ltd*) dated 22 September 2017 (a copy of which has been produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) and the respective transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”
2. “**THAT** the Second Agreement (as defined in the Circular) entered into between 柳州五菱汽車工業有限公司 (Liuzhou Wuling Motors Industrial Company Limited*) and 上海詣譜自動化裝備有限公司 (Shanghai Yipu Automatic Equipment Co., Ltd*) dated 22 September 2017 (a copy of which has been produced to this meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification) and the respective transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”

3. “**THAT** the Third Agreement (as defined in the Circular) entered into between 柳州五菱汽車工業有限公司 (Liuzhou Wuling Motors Industrial Company Limited*) and 上海詣譜自動化裝備有限公司 (Shanghai Yipu Automatic Equipment Co., Ltd*) dated 13 October 2017 (a copy of which has been produced to this meeting marked “C” and signed by the Chairman of the meeting for the purpose of identification) and the respective transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”

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

Hong Kong, 1 November 2017

* *for identification purpose only*

Registered Office:
Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

*Head office and principal place
of business in Hong Kong:*
Unit 2403, 24/F
Great Eagle Centre
23 Harbour Road
Wanchai, Hong Kong

As at the date of this notice, 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. Ye Xiang, Mr. Wang Yuben and Mr. Mi Jianguo as independent non-executive Directors.

Notes:

1. Unless otherwise defined in this notice or context requires otherwise, terms defined in the Circular shall have the same meanings when used in this notice.
2. Any member entitled to attend and vote at the SGM (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, in the event of poll, vote instead of him. A proxy need not be a member of the Company.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be lodged with 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 SGM (or at any adjournment thereof). Completion and return of the forms of proxy will not preclude a member from attending the SGM and voting in person if he so wishes. In this event that a member attends the SGM after having lodged his form of proxy, his form of proxy will be deemed to have been revoked.

4. In the case of joint holders of Share(s), any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Share(s) as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
5. Shareholders are advised to read the Circular which contains information concerning the resolutions to be proposed in this notice.
6. The ordinary resolutions to be proposed at the SGM shall be decided by way of poll.