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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 RESULT OF SPECIAL GENERAL MEETING
HELD ON 31 JANUARY 2019 IN RELATION TO
CONTINUING CONNECTED TRANSACTIONS
MASTER TENANCY AGREEMENT**

The Board is pleased to announce that the ordinary resolution proposed at the SGM was duly passed by the Independent Shareholders by way of poll at the SGM held on 31 January 2019 in accordance with the requirements of the Listing Rules.

References are made to the circular (the “**Circular**”) and the notice of the special general meeting (the “**SGM**”) of Wuling Motors Holdings Limited (the “**Company**”) both dated on 15 January 2019 in relation to the Master Tenancy Agreement and the respective transactions contemplated thereunder. Unless otherwise defined, capitalized terms used in this announcement have the same meanings as those defined in the Circular.

RESULT OF THE SGM

The Board is pleased to announce that the ordinary resolution (the “**Resolution**”) as set out in the notice of the SGM has been duly passed by the Independent Shareholders by way of poll at the SGM held on 31 January 2019 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 Resolution proposed at the SGM was as follows:

ORDINARY RESOLUTION	No. of votes cast and percentage of total no. of votes cast		Total no. of vote cast
	For	Against	
1. (a) the Master Tenancy Agreement dated 7 December 2018 and all transactions contemplated thereunder is hereby approved, ratified and confirmed; (b) the annual caps of the total rental payable for the three years ending 31 December 2021 under the Master Tenancy Agreement dated 7 December 2018 be and are hereby approved, ratified and confirmed; and (c) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Master Tenancy Agreement dated 7 December 2018 and any of the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Master Tenancy Agreement dated 7 December 2018) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.	326,224,616 (99.96%)	140,000 (0.04%)	326,364,616 (100%)

As at the date of the SGM, the total number of Shares in issue of the Company was 2,050,107,555 Shares. Guangxi Automobile and its associates, holding or being interested in 1,243,132,520 Shares, representing approximately 60.64% of Shares in issue of the Company, in aggregate, were required to abstain from and had abstained from voting on the Resolution at the SGM. Accordingly, the Independent Shareholders holding a total number of 806,975,035 Shares were entitled to attend and vote for or against the Resolution proposed at the SGM.

As more than 50% of the votes were cast, by poll, in favour of the Resolution, the Resolution has been duly passed as ordinary resolution of the Company.

Save as disclosed above, there were no Shares entitling the holders to attend and vote only against the Resolution proposed at the SGM.

On behalf of the Board
Wuling Motors Holdings Limited
Lee Shing
Vice Chairman

Hong Kong, 31 January 2019

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. Ye Xiang, Mr. Wang Yuben and Mr. Mi Jianguo as independent non-executive Directors.