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慶鈴汽車股份有限公司

QINGLING MOTORS CO. LTD

(a Sino-foreign joint venture joint stock limited company
incorporated in the People's Republic of China with limited liability)
(Stock Code: 1122)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Qingling Motors Co. Ltd (the “**Company**”) will be held at New Conference Hall, 1st Floor of the Company's Office Building, 1 Xiexing Cun, Zhongliangshan, Jiulongpo District, Chongqing, the People's Republic of China (the “**PRC**”) on Thursday, 27 April 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional agreement dated 22 December 2016 entered into between the Company and Qingling Motors (Group) Co. Ltd (“**Qingling Group**”) in respect of the supply of certain automobile chassis and related components by the Company to Qingling Group (the “**New Chassis Supply Agreement**”, a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the relevant annual caps for each of the three years ending 31 December 2019 (as set out in the circular of the Company dated 10 March 2017) be and are hereby approved;

and Mr. Li Juxing and Mr. Xu Song, who are the directors of the Company, (the “**Authorised Directors**”) be and are hereby authorised on behalf of the Company to sign, seal, execute, all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the New Chassis Supply Agreement and the annual caps and the transactions thereby contemplated.”

2. **“THAT:**

- (a) the conditional agreements dated 22 December 2016 entered into: (i) between Chongqing Qingling Aluminium Casting Co. Ltd. (“**CQACL**”) and the Company (the “**New CQACL Agreement**”); (ii) between Qingling Group and the Company (the “**New Qingling Group Agreement**”); (iii) between Chongqing Qingling Casting Company Limited, (“**CQCC**”) and the Company (the “**New CQCC Agreement**”); (iv) between Chongqing Qingling Forging Co. Ltd. (“**CQFC**”) and the Company (the “**New CQFC Agreement**”); (v) between Chongqing Qingling Axle Co. Ltd. (“**CQAC**”) and the Company (the “**New CQAC Agreement**”); (vi) between Chongqing Qingling NHK Seat Co. Ltd. (“**CQNHK**”) and the Company (the “**New CQNHK Agreement**”); and (vii) between Chongqing Qingling Plastic Co. Ltd. (“**CQPC**”) and the Company (the “**New CQPC Agreement**”) (copies of which marked “B” have been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the relevant annual caps for each of the three years ending 31 December 2019 (as set out in the circular of the Company dated 10 March 2017) be and are hereby approved;

and the Authorised Directors be and are hereby authorised on behalf of the Company to sign, seal, execute, all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the New CQACL Agreement, the New Qingling Group Agreement, the New CQCC Agreement, the New CQFC Agreement, the New CQAC Agreement, the New CQNHK Agreement and the New CQPC Agreement and the annual caps and the transactions thereby contemplated.”

3. **“THAT:**

- (a) the conditional agreement dated 22 December 2016 entered into between Isuzu Motors Limited (“**Isuzu**”) and the Company in respect of the supply of certain automobile parts and components by Isuzu to the Company (the “**New Isuzu Supply Agreement**”, a copy of which marked “C” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the relevant annual caps for each of the three years ending 31 December 2019 (as set out in the circular of the Company dated 10 March 2017) be and are hereby approved;

and the Authorised Directors be and are hereby authorised on behalf of the Company to sign, seal, execute, all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the New Isuzu Supply Agreement and the annual caps and the transactions thereby contemplated.”

4. **“THAT:**

- (a) the conditional agreement dated 22 December 2016 entered into: (i) between the Company and Qingling Isuzu (Chongqing) Engine Co., Ltd. (the “**QIEC**”) in respect of the supply of parts of engines and raw materials to and purchase of engines and their parts from QIEC (the “**New Supply Agreement**”, a copy of which marked “D” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the relevant annual caps for each of the three years ending 31 December 2019 (as set out in the circular of the Company dated 10 March 2017) be and are hereby approved;

and the Authorised Directors be and are hereby authorised on behalf of the Company to sign, seal, execute, all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the New Supply Agreement and the annual caps and the transactions thereby contemplated.”

5. **“THAT:**

- (a) the conditional agreement dated 22 December 2016 entered into: (i) between the Company and Qingling Isuzu (Chongqing) Automobile Sales and Service Co., Ltd (“**Sales JV Company**”) in respect of the supply of automobiles and their parts to the Sales JV Company (the “**New Sales JV Supply Agreement**”, a copy of which marked “E” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the relevant annual caps for each of the three years ending 31 December 2019 (as set out in the circular of the Company dated 10 March 2017) be and are hereby approved;

and the Authorised Directors be and are hereby authorised on behalf of the Company to sign, seal, execute, all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the New Sales JV Supply Agreement and the annual caps and the transactions thereby contemplated.”

6. “**THAT:**

- (a) the conditional agreement dated 22 December 2016 entered into: (i) between the Company and Isuzu Qingling (Chongqing) Autoparts Co., Ltd (“**IQAC**”) in respect of the purchase of parts of engines and related products from and supply of automobiles, parts of engines and raw materials to IQAC (the “**New Supply Agreement (IQAC)**”, a copy of which marked “F” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the relevant annual caps for each of the three years ending 31 December 2019 (as set out in the circular of the Company dated 10 March 2017) be and are hereby approved;

and the Authorised Directors be and are hereby authorised on behalf of the Company to sign, seal, execute, all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the New Supply Agreement (IQAC) and the annual caps and the transactions thereby contemplated.”

By Order of the Board
Qingling Motors Co. Ltd
ZOU Guanghua
Company Secretary

Chongqing, the PRC, 10 March 2017

Notes:

- (1) Any shareholder entitled to attend and vote at the EGM mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the legal address of the Company at 1 Xiexing Cun, Zhongliangshan, Jiulongpo District, Chongqing, the PRC (in the case of proxy form of holders of domestic shares) or at the Company's H Share Registrars, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in the case of proxy form of holders of H Shares) not less than 24 hours before the time for holding the EGM or 24 hours before the time appointed for taking the poll or any adjournment thereof.
- (3) Shareholders or their proxies shall produce their identity documents when attending the EGM.
- (4) To ascertain the shareholders' entitlement to attend and vote at the EGM, the register of shareholders of the Company will be closed from Tuesday, 28 March 2017 to Thursday, 27 April 2017 (both dates inclusive), during which period no transfer of shares will be registered. All duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share Registrars, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 27 March 2017.
- (5) Shareholders whose names appear on the register of shareholders of the Company on Tuesday, 28 March 2017 are entitled to attend and vote at the EGM.
- (6) Shareholders who intend to attend the EGM shall complete and lodge the reply slip for attending the EGM at the Company's legal address at 1 Xiexing Cun, Zhongliangshan, Jiulongpo District, Chongqing, the PRC on or before Friday, 7 April 2017. The reply slip may be delivered to the Company by hand, by post, by cable or by fax (at fax no.: (86)23-68830397).
- (7) The EGM is not expected to take more than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.
- (8) Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited, all votes of the shareholders at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.
- (9) As at the date of this notice, the Board comprises 11 directors, of which Mr. LUO Yuguang, Mr. Keiichiro MAEGAKI, Mr. GAO Jianmin, Mr. Masanori OTA, Mr. Yoshifumi KOMURA, Mr. LI Juxing and Mr. XU Song are executive directors and Mr. LONG Tao, Mr. SONG Xiaojiang, Mr. LIU Tianni and Mr. LIU Erh Fei are independent nonexecutive directors.