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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 company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1122)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Qingling Motors Co. Ltd (the “**Company**”) will be held at the 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 Friday, 9 June 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions of the Company:

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year of 2016.
2. To consider and approve the report of the supervisory committee of the Company for the year of 2016.
3. To consider and approve the audited financial statements and the independent auditor's report of the Company for the year of 2016.
4. To consider and approve the proposal for appropriation of profit of the Company for the year of 2016.
5. To re-appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP Chongqing Branch and Deloitte Touche Tohmatsu as the Company's PRC and international auditors respectively for the year of 2017 and to authorize the Board to determine their remunerations.

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

Chongqing, the PRC,  
24 April 2017

*Notes:*

- (1) Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote at the AGM 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 AGM (i.e. not later than 8 June 2017 at 10:00 a.m. (Hong Kong time)) or 24 hours before the time appointed for taking the poll.
- (3) Shareholders or their proxies shall produce their identity documents when attending the AGM.
- (4) To ascertain the H shareholders' entitlement to attend and vote at the AGM, the register of shareholders of the Company will be closed from Wednesday, 10 May 2017 to Friday, 9 June 2017 (both dates inclusive), during which period no transfer of shares will be registered. All duly completed transfer forms relating to H shares accompanied by the relevant share certificates must be lodged with the Company's H Share Registrars, Hong Kong Registrars Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 9 May 2017.
- (5) Shareholders whose names appear on the register of shareholders of the Company after the close of business at 4:30 p.m. on Tuesday, 9 May 2017 are entitled to attend and vote at the AGM.
- (6) Shareholders who intend to attend the AGM shall complete and lodge the reply slip for attending the AGM at the Company's legal address at 1 Xiexing Cun, Zhongliangshan, Jiulongpo District, Chongqing, the PRC on or before Friday, 19 May 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) Subject to the approval of the shareholders at the AGM, the proposed final dividend will be payable to the shareholders whose names appear on the register of shareholders of the Company on Friday, 23 June 2017. To ascertain the H shareholders' entitlement to the proposal final dividend, the register of shareholders of the Company will be closed from Friday, 16 June 2017 to Friday, 23 June 2017 (both dates inclusive), during which period no transfer of shares will be registered. All duly completed transfer forms relating to H shares accompanied by the relevant share certificates must be lodged with the Company's H Share Registrars, Hong Kong Registrars Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 15 June 2017.
- (8) The AGM is not expected to take more than half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses.
- (9) Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), 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.
- (10) As at the date of this notice, the Board comprises 10 directors, of which Mr. LUO Yuguang, Mr. Keiichiro MAEGAKI, 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 non-executive directors.