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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)

APPOINTMENT OF COMPANY SECRETARY RESPONSIBLE FOR PRC AFFAIRS AND PAYMENT OF DIVIDEND

APPOINTMENT OF COMPANY SECRETARY RESPONSIBLE FOR PRC AFFAIRS

The board (the “**Board**”) of directors (“**Director(s)**”) of Qingling Motors Co. Ltd (the “**Company**”) is pleased to announce that Mr. ZENG Jianjiang (“**Mr. Zeng**”), an executive Director and the deputy general manager of the Company, has been appointed as the company secretary of the Company responsible for the People’s Republic of China affairs with effect from 15 June 2015 (the “**Appointment Date**”).

Mr. Zeng, aged 53, has been an executive Director since 30 October 2013. He is also the deputy general manager of the Company. Mr. Zeng holds a bachelor’s degree and received education in Geography Faculty of Southwest China Normal University. He previously worked at the Education Office and the League Committee of Sichuan Vinylon Factory under Sinopec (四川維尼綸廠) and the Leading Group Office of the Three Gorges Project of the People’s Government of Chongqing. Starting from 1988, Mr. Zeng also held positions as an officer-in-chief of the Industrial Bureau of the Planning Committee of Chongqing, the Director of the Automobile Equipment Bureau of the Economic and Information Technology Commission of Chongqing, and the Director of the Leading Group Office of the Automobile Industry of the People’s Government of Chongqing (重慶市人民政府汽車工業領導小組辦公室). Mr. Zeng has worked at the departments in charge of the economy and automobile industry of the government for over 20 years, and was responsible for the planning, restructuring and positioning of automobile, motorcycle and autoparts industry of Chongqing, and the dispatch and coordination of economic operations for many years. He is familiar with the automobile, motorcycle and autoparts industry. He has led the management of the planning, introduction, development and launch of important projects of Chongqing’s automobile, motorcycle and autoparts industry and has a relatively extensive experience in the management of the automobile industry. Mr. Zeng is currently the deputy general manager of Qingling Motors (Group) Company Limited (“**Qingling Group**”, a controlling shareholder of the Company), and also the chairman of the board of 重慶慶鈴塑料有限公司 Chongqing Qingling Plastic Co., Ltd., a member of Qingling Group.

Pursuant to Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Company must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Mr. Zeng does not possess the relevant qualifications as required under Rule 3.28 of the Listing Rules. As such, the appointment of Mr. Zeng as company secretary alone does not strictly comply with the requirements under Rules 3.28 and 8.17 of the Listing Rules.

In relation to the appointment of Mr. Zeng as a company secretary, the Company has made an application to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”). The Waiver is valid for a period of three years from the Appointment Date (the “**Waiver Period**”), on the conditions that (i) Mr. Zeng will be assisted by Mr. TUNG Tat Chiu, Michael (“**Mr. Tung**”), the existing company secretary of the Company responsible for Hong Kong affairs and a practising solicitor in Hong Kong who possesses the relevant qualifications as required under Rule 3.28 of the Listing Rules, during the Waiver Period; (ii) the Company will notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation; and (iii) the Company will disclose details of the Waiver by way of an announcement. The Waiver will be revoked immediately when Mr. Tung ceases to provide assistance to Mr. Zeng. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Zeng can satisfy Rule 3.28 of the Listing Rules after having the benefit of Mr. Tung’s assistance such that a further waiver would not be necessary.

PAYMENT OF DIVIDEND

Reference is made to the announcement of the Company dated 28 May 2015 in relation to, inter alia, the payment of final dividend of RMB0.16 per Share in respect of the year ended 31 December 2014 (the “**2014 Final Dividend**”) to holders of H shares and Domestic shares of the Company as passed by the shareholders of the Company at the annual general meeting of the Company held on 28 May 2015.

The Board is pleased to advise shareholders of the Company that as mentioned in the announcement of 2014 results published by the Company on 20 March 2015, the 2014 Final Dividend will be paid to the shareholders whose names appear on the register of shareholders of the Company on 10 June 2015. The dividend warrants of H shares together with the cheques will be posted by ordinary mail to holders of H shares on or before 26 June 2015.

By Order of the Board
Qingling Motors Co. Ltd
ZENG JIANJIANG
Executive Director and Company Secretary

Chongqing, the People’s Republic of China, 15 June 2015

As at the date of this announcement, the Board comprises 11 Directors, of which Mr. HE Yong, Mr. Keiichiro MAEGAKI, Mr. GAO Jianmin, Mr. Makoto TANAKA, Mr. ZENG Jianjiang, Mr. Naoto HAKAMATA and Mr. LI Juxing are executive Directors and Mr. LONG Tao, Mr. SONG Xiaojiang, Mr. LIU Tianni and Mr. LIU Erh Fei are independent non-executive Directors.