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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*)

PROPOSED ADOPTION OF THE NEW BYE-LAWS AND PROPOSED REVOCATION OF EXISTING GENERAL MANDATES AND GRANT OF NEW GENERAL MANDATES

PROPOSED ADOPTION OF THE NEW BYE-LAWS

The Board proposed that amendments be made to the existing Bye-laws to (i) align with the expanded paperless regime (including but not limited to enabling the Company to hold hybrid general meetings and providing electronic voting); (ii) allow any notices or documents to be given or issued by the Company by means of website without additional consent or notification; (iii) holding and disposing of the Company's shares as treasury shares; and (iv) make other consequential and housekeeping changes.

The Board proposed to adopt the New Bye-laws incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing Bye-laws.

The Proposed Amendments and the adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution to be proposed at the SGM.

PROPOSED REVOCATION OF EXISTING GENERAL MANDATES AND GRANT OF NEW GENERAL MANDATES

The Board further proposed to revoke the general mandates granted to the Directors at the annual general meeting of the Company held on 12 June 2025 and seek Shareholders' approval to grant new general mandates to the Directors at the SGM to provide flexibility to the Company to hold repurchased Shares as treasury shares for further issue, sale and/or transfer.

GENERAL

A circular containing, among other things, further details of (i) the Proposed Amendments and the adoption of the New Bye-laws; (ii) the proposed revocation of the existing general mandates and the grant of new general mandates, together with a notice convening the SGM will be despatched to the Shareholders in due course.

PROPOSED ADOPTION OF THE NEW BYE-LAWS

The Board proposed that amendments be made to the existing Bye-laws to (i) align with the expanded paperless regime (including but not limited to enabling the Company to hold hybrid general meetings and providing electronic voting); (ii) allow any notices or documents to be given or issued by the Company by means of website without additional consent or notification; (iii) holding and disposing of the Company's shares as treasury shares; and (iv) make other consequential and housekeeping changes (collectively, the "**Proposed Amendments**").

The Board proposed to adopt the New Bye-laws incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing Bye-laws.

The Proposed Amendments and the adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution to be proposed at the SGM.

PROPOSED REVOCATION OF EXISTING GENERAL MANDATES AND GRANT OF NEW GENERAL MANDATES

The Board further proposed to revoke the general mandates granted to the Directors at the annual general meeting of the Company held on 12 June 2025 and seek Shareholders' approval to grant new general mandates to the Directors at the SGM to provide flexibility to the Company to repurchase Shares and hold repurchased Shares as treasury shares for further issue, sale and/or transfer. Ordinary resolutions will be proposed at the SGM for the Shareholders to consider and, if thought fit, approve the proposed revocation of the existing general mandates and the grant of new general mandates to the Directors.

GENERAL

A circular containing, among other things, further details of (i) the Proposed Amendments and the adoption of the New Bye-laws; (ii) the proposed revocation of the existing general mandates and the grant of new general mandates, together with a notice convening the SGM will be despatched to the Shareholders in due course.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

"Board"	the board of Directors
"Bye-laws"	the bye-laws of the Company, as amended from time to time
"Company"	Wuling Motors Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
"Directors"	the directors of the Company
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

"New Bye-laws"	the amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments which are proposed to be adopted by the Company at the SGM
"Proposed Amendments"	has the meaning given to it under the section headed "PROPOSED ADOPTION OF THE NEW BYE-LAWS" in this announcement
"SGM"	the special general meeting of the Company to be convened and held to consider and, if appropriate, to approve, among others, the Proposed Amendments and the adoption of the New Bye-laws, the proposed revocation of the existing general mandates, and the grant of new general mandates to the Directors
"Share(s)"	ordinary share(s) of HK$0.004 each in the share capital of the Company
"Shareholder(s)"	the shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"treasury shares"	has the meaning ascribed to it under the Listing Rules

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

Hong Kong, 15 December 2025

As at the date of this announcement, the Board comprises Mr. Yuan Zhijun (Chairman), Mr. Wei Mingfeng and Ms. Zhu Fengyan as executive Directors, Mr. Li Zheng as non-executive Director and Mr. Ye Xiang, Mr. Xu Jinli and Mr. Liu Jieming as independent non-executive Directors.