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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)*

# NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (the "**Special General Meeting**") of Wuling Motors Holdings Limited (the "**Company**") will be held on Monday, 19 January 2026 at 10:15 a.m. or immediately after the special general meeting of the Company to be held at 10:00 a.m. on the same day at Unit 3406, 34/F., West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong for the following purposes:

## ORDINARY RESOLUTIONS

1. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

   "**THAT**:

   (a) to the extent not already exercised, the general mandate (the "**Existing Buyback Mandate**") granted to the directors of the Company (the "**Directors**") at the annual general meeting of the Company held on 12 June 2025 (the "**Previous AGM**") to exercise all the powers of the Company to repurchase ordinary shares of the Company (the "**Shares**") be and is hereby revoked (without prejudice to any valid exercise of the Existing Buyback Mandate prior to the passing of this resolution);

   (b) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose and, subject to and

in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") as amended from time to time, be and is hereby generally and unconditionally approved;

(c) the total number of Shares authorised to be repurchased pursuant to the approval in paragraph (b) of this resolution during the Relevant Period above shall not exceed 10% of the total number of issued Shares (excluding any treasury shares (as defined in the Listing Rules)) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing this resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (the "**Bye-laws**") or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting."

2. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) to the extent not already exercised, the general mandate (the "**Existing Issue Mandate**") granted to the Directors at the Previous AGM to exercise all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into Shares), which would or might require the exercise of such powers be and is hereby revoked (without prejudice to any valid exercise of the Existing Issue Mandate prior to the passing of this resolution);

(b) subject to paragraph (d) of this resolution, pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares) and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(c) the approval in paragraph (b) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into Shares), which would or might require the exercise of such powers after the end of the Relevant Period;

(d) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) together with the treasury shares resold or transferred by the Directors pursuant to the approval in paragraph (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into Shares, (iii) the exercise of options granted by the Company under any share option agreements and/or share scheme or similar arrangement for the time being adopted for the grant to Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of rights to acquire the Shares, or (iv) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the ordinary shares in accordance with the Bye-laws, shall not exceed 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing this resolution), and the said approval shall be limited accordingly; and

(e) for the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting;

and "Rights Issue" means an offer of ordinary shares open for a period fixed by the Company (or by the Directors) to holders of ordinary shares on the Register of Members (ordinary shares) of the Company on a fixed record date in proportion to their then holdings of such ordinary shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any authorised regulatory body or any stock exchange in, any territory outside Hong Kong)."

3. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of resolutions numbered 1 and numbered 2 set out in the notice convening this meeting, the aggregate number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in the said resolution numbered 1 shall be added to the total number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury shares) by the Directors pursuant to the approval in the said resolution numbered 2."

## SPECIAL RESOLUTION

As special business, to consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

4. "**THAT**:

(a) the proposed amendments to the existing bye-laws of the Company (the "**Proposed Amendments**") as set out in Appendix I to the circular of the Company dated 23 December 2025 (the "**Circular**") be and are hereby approved;

(b) the amended and restated bye-laws of the Company (the "**New Bye-laws**"), which incorporates all of the Proposed Amendments, a copy of which has been produced to this meeting and marked "A", and initialed by the chairman of the meeting for the purposes of identification, be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the conclusion of the Special General Meeting; and

(c) any one of the directors and the company secretary of the Company be and is hereby authorised and instructed to do all such acts and things as may be necessary or expedient in order to effect and implement the adoption of the New Bye-laws and to make such filing in Hong Kong that is necessary in connection with this resolution, and the Company's registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in Bermuda that is necessary in connection with this resolution."

On behalf of the Board
**Yuan Zhijun**
*Chairman*

Hong Kong, 23 December 2025

*As at the date of this notice, 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.*

*Notes:*

1. All resolutions 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) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.wuling.com.hk) in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

3. A form of proxy for use in connection with the Special General Meeting is enclosed and such form is also published on the website of the Stock Exchange (www.hkexnews.hk).

4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered not later than 10:15 a.m. on Saturday, 17 January 2026. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 14 January 2026 to Monday, 19 January 2026 (both dates inclusive), during which period no transfer of Shares will be registered. Members whose names appear on the register of members of the Company at the close of business on Monday, 19 January 2026, being the record date, will be entitled to attend and vote at the Special General Meeting. In order to be eligible to attend and vote at the Special General Meeting, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant Share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 13 January 2026.

6. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the Special General Meeting, the Special General Meeting will be postponed or adjourned. The Company will post an announcement on the Company's website (www.wuling.com.hk) and the website of Hong Kong Exchange and Clearing Limited (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting. The Special General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Special General Meeting under bad weather condition bearing in mind their own situations.

7. Shareholders are advised to read the circular of the Company dated 23 December 2025 which contains further details concerning the proposed resolutions in this notice.