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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all or transferred all your shares in **Qingling Motors Co. Ltd.**, you should at once hand this circular and the accompanying supplemental proxy form to the purchaser or to the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

A supplemental notice of annual general meeting, which will be held as originally scheduled 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 on Wednesday, 15 June 2016 at 2:00 p.m., is set out on pages 6 and 7 of this circular.

This circular and the accompanying supplemental proxy form of holder(s) of H shares for use at annual general meeting have been published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.qingling.com.cn).

30 May 2016

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DEFINITIONS

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

“AGM”	the annual general meeting to be held on Wednesday, 15 June 2016 at 2:00 p.m.
“AGM Notice”	the notice dated 28 April 2016 convening the AGM
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of directors of the Company
“Company”	Qingling Motors Co. Ltd, a Sino-foreign joint venture joint stock limited company incorporated in the PRC
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of nominal value of RMB1.00 each in the ordinary share capital of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1 each, which are listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Qingling Group”	Qingling Motors (Group) Company Limited, a state-owned limited liability company established in the PRC and a substantial shareholder of the Company
“RMB”	Renminbi, the lawful currency of the PRC for the time being
“Share(s)”	collectively, Domestic Shares and H Shares and (where applicable) any other foreign shares of the Company
“Shareholder(s)”	shareholders of the Company
“Supplemental Notice of AGM”	the supplemental notice of AGM dated 30 May 2016 as set out on pages 6 and 7 in this circular

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. HE Yong (*Chairman*)
Mr. Keiichiro MAEGAKI
(*Vice Chairman & General Manager*)
Mr. GAO Jianmin
Mr. Makoto TANAKA
Mr. Naoto HAKAMATA
Mr. LI Juxing

Independent Non-Executive Directors:

Mr. LONG Tao
Mr. SONG Xiaojiang
Mr. LIU Tianni
Mr. LIU Erh Fei

Legal Address:

1 Xiexing Cun
Zhongliangshan
Jiulongpo District
Chongqing
the PRC

**Principal Place of Business
in Hong Kong:**

Suite 4901, 49th Floor
Office Tower, Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

30 May 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the AGM Notice, which sets out the date, time and venue of the AGM and the resolutions to be proposed at the AGM for the approval of the Shareholders, and the announcement dated 27 May 2016 in relation to, among other things, the resignation of Director and the election of Director.

Mr. ZENG Jianjiang has resigned as an executive Director with effect from 27 May 2016. He has confirmed that he has no claims against the Company whatsoever whether in respect of fees, remuneration or compensation for loss of office. He has further confirmed that he had no disagreement with the Board and there is no other matter with respect to his resignation which needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Qingling Group, a substantial Shareholder, has given a written notice to the Company of its intention to nominate Mr. XU Song as a candidate for election as an executive Director to fill the vacancy in office of Director occasioned by the resignation of Mr. ZENG Jianjiang, and Mr. XU Song has also given a written notice to the Company, indicating that he is willing to be elected as an executive Director. In accordance with the requirements set out in the relevant laws and regulations and the Articles of Association, the Board proposes to present the interim proposal for the election of Mr. XU Song as an executive Director submitted by Qingling Group to the AGM for consideration.

The purpose of this circular is to issue to you the Supplemental Notice of AGM and provide you with the details of the resolutions to be proposed for consideration at the AGM.

2. PROPOSED ELECTION OF DIRECTOR

The election of Mr. XU Song as an executive Director will be proposed at the AGM for a term commencing on the date of the AGM and ending on the date of the annual general meeting of the Company in 2018, and authorize the Board to determine his Director's remuneration and to enter into a service contract with Mr. XU Song on such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.

The biographical details of Mr. XU Song are set out below:

XU Song, aged 48, is a senior engineer. Mr. XU joined the Chinese Communist Party in June 1988. He graduated from the Faculty of Engineering Machinery of Jilin University of Technology in July 1989, majoring in crane transport and engineering machinery. Mr. XU was awarded a bachelor degree in Engineering and a master degree in Business Administration. He worked in the equipment department of Chongqing Automobile Manufacturing Plant as an internship in 1989 and successively served as an assistant engineer and the deputy head of manufacturing factory. From 1995 to 2004, he worked at the Company and successively served as the deputy head, the head of manufacturing factory and the head of the product development department. Since 2004, Mr. XU served as an assistant to general manager of Qingling Group and the Company, and successively served as the head of the business planning department of Qingling Group and the Company and the director of chief engineer office of the Company. Since 2005, he served as an assistant to general manager of Qingling Group and the vice general manager of the Company, and also served as the head of the business planning department of Qingling Group and the Company. He also served as the head of the procurement department of Qingling Group in November 2005. From 2009 to 2012, he successively served as the deputy general manager and a member of the party committee of Qingling Group, the general manager, the secretary and a member of the Party Committee of Chongqing Qingling Casting Company Limited. From 2012 till now, Mr. XU served as the deputy general manager, director and a member of the Party Committee of Qingling Group. Save as disclosed above, Mr. XU did not hold any directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

Mr. XU has no interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. XU did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Under an authorization to be given by the Shareholders at the AGM, the Company will enter into a service contract with Mr. XU, and the Board will determine his remuneration in accordance with the terms and conditions of the said service contract having regard to his duties and responsibilities with the Company, the Company's performance and profitability and the prevailing market position. For the year ending 31 December 2016, it is expected that he will receive Directors' remuneration of RMB247,527.

LETTER FROM THE BOARD

Save as disclosed above, there is no other matter relating to his election as an Director that needs to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Subject to the approval of the Shareholders at the AGM for the proposed election of Director, the Company will make further announcement as soon as possible in accordance with the requirements of Rule 13.51 of the Listing Rules.

3. AGM

The aforesaid resolution proposed is set out as Resolution No. 9 in the Supplemental Notice of AGM, and the original Resolution No. 9, Resolution No. 10(a) and Resolution No. 10(b) are now renumbered as Resolution No. 10, Resolution No. 11(a) and Resolution No. 11(b) accordingly.

Since the proxy form (the “Original Proxy Form”) issued along with the circular dated 28 April 2016 (including the Notice of AGM) did not set out the additional resolutions as set out in the Supplemental Notice of AGM, a new proxy form (the “Supplemental Proxy Form”) is despatched together with this circular.

Shareholders who have not lodged the Original Proxy Form in accordance with the instructions set out in the Notice of AGM, are requested to lodge a Supplemental Proxy Form, if he/she intends to appoint a proxy to attend the AGM on his/her behalf. Under such circumstance, the Shareholder should not lodge the Original Proxy Form.

In order to be valid, the Supplemental Proxy Form and, if such Supplemental 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 holder(s) of Domestic Share(s)) or at the Company’s H Share Registrars, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in the case of proxy form of holder(s) of H Share(s)) not less than 24 hours before the time for holding the AGM or 24 hours before the time appointed for taking the poll.

Shareholders who have lodged the Original Proxy Forms in accordance with the instructions set out in the Notice of AGM should note that:

- (i) If no Supplemental Proxy Form is lodged, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote at the AGM in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on the resolutions proposed in the Notice of AGM, and vote at his/her discretion on the additional resolutions set out in the Supplemental Notice of AGM; and
- (ii) If the Supplemental Proxy Form is lodged before the deadline set out in the Notice of AGM, the Supplemental Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed and the Original Proxy Form will be revoked. The proxy appointed under the Supplemental Proxy Form will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional resolution as set out in the Supplemental Notice of AGM.

LETTER FROM THE BOARD

Completion and return of the Original Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

For the details of other resolutions to be proposed at the AGM for approval, the qualification to attend the AGM, the appointment of proxies, the registration procedures and closure of the register of Shareholders and other issues, please refer to the Notice of AGM.

Yours faithfully,
For and on behalf of the Board of
Qingling Motors Co. Ltd
HE Yong
Chairman

SUPPLEMENTAL NOTICE OF AGM



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)

SUPPLEMENTAL NOTICE OF AGM

Please refer to notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of Qingling Motors Co. Ltd (the “**Company**”) dated 28 April 2016, which set out the date, time and venue of the AGM and the resolutions to be proposed at the AGM for the approval by the Shareholders.

Supplemental Notice is hereby given that the AGM will be held as originally scheduled 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 on Wednesday, 15 June 2016 at 2:00 p.m. to consider and, if thought fit, pass the following resolution submitted by Qingling Motors (Group) Company Limited, a substantial Shareholder of the Company, to the Company in accordance with the requirements set out in relevant laws and the articles of association of the Company:

9. To elect Mr. XU Song as an executive Director of the Company for a term commencing on the date of the AGM and ending on the date of the AGM of the Company in 2018, and authorize the board of Directors of the Company to determine his Director’s remuneration and to enter into a service contract with Mr. XU Song on such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.

By Order of the Board
Qingling Motors Co. Ltd
HE Yong
Chairman

Chongqing, the PRC, 30 May 2016

Note:

1. The details of the above resolution is set out in the circular (the “Circular”) of the Company dated 30 May 2016. Unless the context otherwise requires, the terms used in this supplemental notice shall have the same meaning with those in the Circular.
2. It shall be noted that the original Resolution No. 9, Resolution No. 10(a) and Resolution No. 10(b) are now renumbered be Resolution No. 10, Resolution No. 11(a) and Resolution No. 11(b) accordingly.
3. Since the proxy form (the “Original Proxy Form”) issued along with the circular dated 28 April 2016 (including with the Notice) did not set out the additional resolutions as set out in this supplemental notice, a new proxy form (the “Supplemental Proxy Form”) is despatched together with this circular.
4. Shareholders who have not lodged the Original Proxy Form in accordance with the instructions set out in the Notice, are requested to lodge a Supplemental Proxy Form, if he/she intends to appoint a proxy to attend the AGM on his/her behalf. Under such circumstance, the Shareholder should not lodge the Original Proxy Form.

SUPPLEMENTAL NOTICE OF AGM

5. In order to be valid, the Supplemental Proxy Form and, if such Supplemental 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 holder(s) of Domestic Share(s)) or at the Company's H Share Registrars, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of proxy form of holder(s) of H Share(s)) not less than 24 hours before the time for holding the AGM or 24 hours before the time appointed for taking the poll.
6. Shareholders who have lodged the Original Proxy Forms in accordance with the instructions set out in the Notice should note that:
 - (i) If no Supplemental Proxy Form is lodged, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote at the AGM in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on the resolutions proposed in the Notice, and vote at his/her discretion on the additional resolutions set out in this supplemental notice.
 - (ii) If the Supplemental Proxy Form is lodged before the deadline set out in the Notice, the Supplemental Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed and the Original Proxy Form will be revoked. The proxy appointed under the Supplemental Proxy Form will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional resolution as set out in this supplemental notice.
7. Completion and return of the Original Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.
8. For the details of other resolutions to be proposed at the AGM for approval, the qualification to attend the AGM, the appointment of proxies, the registration procedures and closure of the register of Shareholders and other issues, please refer to the Notice.
9. As at the date of this supplemental notice, the Board comprises 10 Directors, of which Mr. HE Yong, Mr. Keiichiro MAEGAKI, Mr. GAO Jianmin, Mr. Makoto TANAKA, 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.