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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)

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.
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.