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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 27 APRIL 2017

The Board is pleased to announce that the ordinary resolutions approving the Non-exempt Continuing Connected Transactions and the relevant annual caps were passed by the Independent Shareholders by way of poll at the EGM held on 27 April 2017.

Reference is made to the announcements of **Qingling Motors Co. Ltd** (the “**Company**”) dated 22 December 2016, 10 February 2017 and 7 March 2017, the circular of the Company dated 10 March 2017 (the “**Circular**”) and the notice of EGM published on the same date as the Circular (the “**Notice**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the following resolutions (collectively, the “**Resolutions**”) were passed by the Independent Shareholders by way of poll at the EGM held on 27 April 2017:

1. to approve the New Chassis Supply Agreement and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular) (the “**Ordinary Resolution No. 1**”);
2. to approve the New CQACL Agreement, the New Qingling Group Agreement, the New CQCC Agreement, the New CQFC Agreement, the New CQAC Agreement, the New CQNHK Agreement and the New CQPC Agreement (the “**New Parts Supply Agreements**”) and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular) (the “**Ordinary Resolution No. 2**”);
3. to approve the New Isuzu Supply Agreement and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular) (the “**Ordinary Resolution No. 3**”);

4. to approve the New Supply Agreement and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular) (the “**Ordinary Resolution No. 4**”);
5. to approve the New Sales JV Supply Agreement and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular) (the “**Ordinary Resolution No. 5**”); and
6. to approve the New Supply Agreement (IQAC) and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular) (the “**Ordinary Resolution No. 6**”).

As at the date of EGM, there were a total of 2,482,268,268 issued Shares, which comprised 1,238,651,865 H Shares and 1,243,616,403 Domestic Shares. Qingling Group and its respective associates beneficially held 1,243,616,403 Domestic Shares, representing approximately 50.10% of the entire issued share capital of the Company as at the date of EGM, and had material interest in the New Chassis Supply Agreement, New Parts Supply Agreements and the New Supply Agreement (IQAC), resulting them being required to abstain and did abstain from voting on the Ordinary Resolution No. 1, the Ordinary Resolution No. 2 and the Ordinary Resolution No. 6 at the EGM. Isuzu and its respective associates beneficially held 496,453,654 H Shares, representing approximately 20% of the entire issued share capital of the Company as at the date of EGM, and had material interest in the New Parts Supply Agreements, the New Isuzu Supply Agreement, the New Supply Agreement, the New Sales JV Supply Agreement and New Supply Agreement (IQAC), resulting them being required to abstain and did abstain from voting on the Ordinary Resolution No. 2, the Ordinary Resolution No. 3, the Ordinary Resolution No. 4, the Ordinary Resolution No. 5 and the Ordinary Resolution No. 6 at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend the EGM and vote for or against each of the Resolutions were 1,238,651,865 Shares, 742,198,211 Shares, 1,985,814,614 Shares, 1,985,814,614 Shares, 1,985,814,614 Shares and 742,198,211 Shares respectively. Save as disclosed above, no holder of Shares who was entitled to attend the EGM was required, as set out in Rule 13.40 of the Listing Rules, to abstain from voting in favour of the Resolutions at the EGM and no holder of Shares was required, under the Listing Rules, to abstain from voting at the EGM.

Deloitte Touche Tohmatsu Certified Public Accountants LLP Chongqing Branch, the auditor of the Company, has acted as the scrutineer and compared the poll results summary to the poll forms collected by the Company. The work performed by Deloitte Touche Tohmatsu Certified Public Accountants LLP Chongqing Branch in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlements to vote.

A poll results at the resolutions are summarized as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes cast and percentage of total number of votes cast	
		For	Against
1.	To approve the New Chassis Supply Agreement and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular).	908,200,463 (100%)	0 (0%)
2.	To approve the New Parts Supply Agreements and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular).	411,746,809 (100%)	0 (0%)
3.	To approve the New Isuzu Supply Agreement and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular).	1,655,363,212 (100%)	0 (0%)
4.	To approve the New Supply Agreement and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular).	1,655,363,212 (100%)	0 (0%)
5.	To approve the New Sales JV Supply Agreement and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular).	1,655,363,212 (100%)	0 (0%)
6.	To approve the New Supply Agreement (IQAC) and the relevant annual caps for the period for the three years ending 31 December 2019 (as set out in the Circular).	411,746,809 (100%)	0 (0%)

Note: The full text of the Resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of the each of the Resolutions, the Resolutions proposed at the EGM were duly passed as ordinary resolutions of the Company.

By Order of the Board
Qingling Motors Co. Ltd
ZOU Guanghua
Company Secretary

Chongqing, the PRC, 27 April 2017

As at the date of this announcement, the Board comprises 10 directors, of which Mr. LUO Yuguang, Mr. Keiichiro MAEGAKI, Mr. Masanori OTA, Mr. Yoshifumi KOMURA, Mr. LI Juxing and Mr. XU Song are executive directors and Mr. LONG Tao, Mr. SONG Xiaojiang, Mr. LIU Tianni and Mr. LIU Erh Fei are independent non-executive directors.