

WUHAN GENERAL GROUP (CHINA), INC
Form 10-K/A
April 30, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-34125

WUHAN GENERAL GROUP (CHINA), INC.

(Exact name of registrant as specified in its charter)

Edgar Filing: WUHAN GENERAL GROUP (CHINA), INC - Form 10-K/A

Nevada 84-1092589
(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or organization)

Canglongdao Science Park of Wuhan East Lake Hi-Tech
Development Zone
Wuhan, Hubei, People's Republic of China 430200
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 86-27-5970-0069

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--|---|
| Common Stock, par value \$0.0001 per share | The NASDAQ Stock Market LLC |

Securities registered under Section 12(g) of the Exchange Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Edgar Filing: WUHAN GENERAL GROUP (CHINA), INC - Form 10-K/A

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2011, the aggregate market value of the registrant's common stock held by non-affiliates was approximately \$7,901,774 based on the closing sale price as quoted on the NASDAQ Capital Market.

As of April 30, 2012, the registrant had a total of 32,505,000 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

TABLE OF CONTENTS

| | Page |
|--|------|
| PART III | |
| Item 10. Directors, Executive Officers and Corporate Governance. | 1 |
| Item 11. Executive Compensation. | 5 |
| Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters. | 8 |
| Item 13. Certain Relationships and Related Transactions, and Director Independence. | 10 |
| Item 14. Principal Accounting Fees and Services. | 12 |
| PART IV | |
| Item 15. Exhibits and Financial Statement Schedules. | 12 |
| SIGNATURES | 13 |

EXPLANATORY NOTE

This Amendment No. 1 (the “Amendment”) to our Annual Report on Form 10-K for the year ended December 31, 2011 filed on April 6, 2012 (the “Original Report”) of Wuhan General Group (China), Inc. (the “Company”) is being filed with the Securities and Exchange Commission (the “SEC”) to provide the information required by Items 10, 11, 12, 13 and 14 of Part III of Form 10-K. No changes have been made to the Original Report other than the addition of the Part III information and updates to the Exhibit Index.

Unless expressly stated, this Amendment does not reflect events occurring after the filing of the Original Report, nor does it modify or update in any way the disclosures contained in the Original Report, which speak as of the date of the original filing. Accordingly, this Amendment should be read in conjunction with the Original Report and our other SEC filings subsequent to the filing of the Original Report. The reference on the cover of the Original Filing to the incorporation by reference of portions of the Company’s Proxy Statement for its 2012 Annual Meeting of Stockholders into Part III of the Original Filing is hereby deleted.

Unless the context requires otherwise, references to “we,” “us,” “our,” “Wuhan General” and the “Company” refer specifically to Wuhan General Group (China), Inc. and its subsidiaries.

Cautionary Statement Regarding Forward-Looking Statements

The information contained in this Amendment includes some statements that are not purely historical fact and that are “forward-looking statements” within the meaning of the Section 27A of the Securities Act, and Section 21E of the Exchange Act. Forward-looking statements discuss matters that are not historical facts. Such forward-looking statements include, but are not limited to, statements regarding our management’s expectations, hopes, beliefs, intentions or strategies regarding the future, including our financial condition, results of operations, available liquidity, ability to refinance outstanding debt, and our ability to collect on our accounts receivable. The words “anticipates,” “believes,” “could,” “estimates,” “expects,” “intends,” “may,” “projects,” “should,” and similar expressions, or the negatives of these terms, identify forward-looking statements.

The forward-looking statements contained in this Amendment are based on our current expectations and beliefs concerning future developments. There can be no assurance that future developments actually affecting us will be those anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results to be materially different from those expressed or implied by these forward-looking statements, including the following:

- vulnerability of our business to general economic downturn;

- our ability to obtain financing on favorable terms;

- our ability to comply with the covenants and other terms of our loan agreements;

- establishing our business segment relating to industrial parts and machinery equipment;

- operating in the PRC generally and the potential for changes in the laws of the PRC that affect our operations including tax law;

- remediating material weaknesses in our internal control over financial reporting;

- our failure to meet or timely meet contractual performance standards and schedules;

- our dependence on the steel and iron markets;

- exposure to product liability and defect claims;

- our ability to obtain all necessary government certifications and/or licenses to conduct our business;

- the cost of complying with current and future governmental regulations and the impact of any changes in the regulations on our operations; and

- the other factors referenced in this Amendment.

These risks and uncertainties, along with others, are also described in the Risk Factors section in Part I, Item 1A of the Original Report. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Executive Officers and Directors

The following table sets forth our executive officers and directors, their ages as of April 30, 2012 and the positions held by them:

| Name | Age | Position |
|----------------|-----|--|
| Qi Ruilong | 49 | Chief Executive Officer, President, Secretary and Director |
| Carol Pan | 28 | Principal Accounting Officer and Treasurer |
| Ge Zengke | 57 | General Manager |
| Huang Zhaoqi | 49 | Vice General Manager (Turbine) and Director |
| Chen Juntao | 33 | Vice President and Vice General Manager (Blower) |
| Xu Jie | 50 | Chairman of the Board |
| Brian Lin | 47 | Director |
| Shi Yu | 41 | Director |
| Zheng Qingsong | 38 | Director |

Qi Ruilong, age 49. Chief Executive Officer, President, Secretary and Director of the Company. Mr. Qi has served as Chief Executive Officer, President, Secretary and director since April 2010. Mr. Qi has more than 14 years of experience serving as Chief Executive Officer and a senior manager at several multi-million dollar manufacturing organizations in China. From May 2005 to April 2010, Mr. Qi served as the Chairman and Chief Executive Officer of Zhong Xin Guo Lian Investment LLC, an investment and asset management company based in Beijing, China. From December 2000 to September 2004, Mr. Qi served as Chief Executive Officer of Wuhan Li Nuo Solar Energy LLC, which mainly produces solar thermal conversion materials and solar photovoltaic generation materials. From December 1997 to December 2000, Mr. Qi was employed as the Chief Executive Officer and Vice President of Wuhan Cable (Group) LLC, which was the predecessor company of China Aerospace Times Electronics Co., Ltd. Mr. Qi also served as Vice President of Tian Jing New Giant International Trade LLC from April 1996 to August 1997 and as Manager of China Mechanical Equipment LLC from July 1986 to March 1996. Mr. Qi received a Bachelor's Degree of Science in mechanical engineering from Tsinghua University in 1986. As Chief Executive Officer of the Company, Mr. Qi provides the Board with an intimate understanding of the Company's operations and industry.

Carol Pan, age 28. Principal Accounting Officer and Treasurer of the Company. Ms. Pan has served as Principal Accounting Officer and Treasurer of the Company since January 2012. Ms. Pan brings to the Company financial and accounting experience. She has served as the assistant to the CFO in the Company since August 2010. Prior to joining the Company, Ms. Pan was the Finance Deputy Supervisor and Partial GL accountant for Viewsonic, LTD from March 2008 through August 2010. From July 2005 through January 2008, Ms. Pan was the financial division cost accountant for TCC (yingde) Cement Company Limited. Ms. Pan is fluent in English and Mandarin and received bachelor degrees in Law, Accounting and Business Administration from the Wuhan University of Technology in 2005.

Ge Zengke, age 57. Mr. Ge has served as General Manager of Wuhan General since February 2007. He has served as an executive at Wuhan Generating since January 2006. Mr. Ge also served as a director of Wuhan General from April 2007 to April 2010. From 2002 until 2006, Mr. Ge served as General Manager of Wuhan Changli Power Station Equipment Co. Ltd. Throughout his career, Mr. Ge has served as General Manager with several other companies, including Wuhan Qihong Enterprises Development Co., Ltd (a foreign venture) and Wuhan Xiangshuo Science and Technology Co., Ltd. Mr. Ge has served as a Manufacturing Planner, Dispatcher and Director of Wuhan Steam Turbine Generator Plant. He also has served as head of a Generator Plant with Changjiang Energy Group and as Director of Generator Works with the China Chang Jiang Energy Corporation, which later became Wuhan Turbine Works. Mr. Ge served as a director of the Company from April 2007 to April 23, 2010.

Huang Zhaoqi, age 49. Mr. Huang has served as a director since April 2009. Mr. Huang also became Vice General Manager (Turbine) in April 2009. Prior to this, Mr. Huang held various executive positions, including Assistant President, Director of Administration and Vice General Manager, at Wuhan Blower Co. Ltd. from October 2006 until April 2009. From 2004 until 2006, Mr. Huang served as the Manager of the Enterprise Administration Department of Kingway Brewery Holdings Limited, a Chinese brewery company listed on the Hong Kong Stock Exchange. Mr. Huang has over 20 years of engineering and managerial experience. Mr. Huang holds an MBA from Macau University of Science and Technology. Mr. Huang's management and board level experience provides our Board with valuable insight on risk management and our industry.

Chen Juntao, age 33. Mr. Chen has served as Vice President and Vice General Manager (Blower) since March 2008. From 2007 to 2008, Mr. Chen served as the Assistant Chairman of the Board of Hubei Bingjing Group and the Administration Director of Wuzhou Construction Material Co., Ltd. From 2005 to 2007, Mr. Chen served as the Assistant President of Guangdong Lianguan Industry Holding, where he was responsible for the administrative affairs of the company and assisting the President with various marketing, management and financial functions. From 2003 to 2005, Mr. Chen served as the Executive Assistant to the President and the Vice General Manager of Xiangfan Baimeng Investment Co., Ltd. Mr. Chen was responsible for work relating to the early development of Huazong Guangcai Great Market, one of the largest real estate businesses in Central China, and for overseeing external affairs with Chinese government authorities during his tenure. Prior to these positions, Mr. Chen worked with various Chinese law firms and government offices as a lawyer. Mr. Chen received his law degree from China University of Political Science and Law in 1998 and completed graduate studies in civil law and management of administrative affairs in 2003.

Xu Jie, age 50. Chairman of the Board. Mr. Xu has served as Chairman of the Board since February 2007. From February 2007 to April 2010, Mr. Xu also served as President, Chief Executive Officer and Secretary of the Company. He has over 20 years of production experience, and worked in the Wuhan Blower Works sales department from 1979 until 1998. Mr. Xu is also the controlling stockholder and Director of Fame Good International Limited, which is our controlling stockholder. As the founder of the Company, Mr. Xu provides the Board with considerable institutional knowledge and an important long-term perspective on the Company and the industry as a whole.

Brian Lin, age 47. Mr. Lin has served as a director since April 2007. Since October 2006, Mr. Lin has served in various executive positions and on the board of directors of China Fire & Security Group, Inc., a developer and manufacturer of fire safety products in China. Currently, Mr. Lin serves as Chief Executive Officer at China Fire & Security. Since January 2006, Mr. Lin has served as Vice President of Sureland Industrial Fire Safety Limited, a leading provider of industrial fire protection systems for industrial clients in China, and a subsidiary of China Fire & Security Group, Inc. Prior to joining Sureland, from 2001 to 2005, Mr. Lin served as Chief Executive Officer and Executive Director of Beijing Linkhead Technologies, a value-added reseller of telecommunications products in China. Mr. Lin has served as a director of eFuture Information Technology, Inc. since July 2008 and currently serves as the Chairman of its Audit Committee. Mr. Lin provides the Board and Audit Committee with expertise in the areas of finance, financial reporting, accounting, corporate governance and risk management.

Shi Yu, age 41. Mr. Shi has served as a director since March 2009. He has over 20 years of banking and financial management experience. Since October 2008, Mr. Shi has served as the General Manager of Wuhan Zhong Sheng Credit Union, which is a private company in the business of providing small loans to small companies and individuals.

From May 2006 to October 2008, Mr. Shi served Hubei Zongkun Zhaofu Investment Guaranty Co., Ltd. as its legal representative, President and General Manager and he was responsible for the daily operations and management of the company. Hubei Zongkun is in the business of providing financial and investment advice as well as small loans and loan guarantees to small businesses and individuals. From March 2003 to May 2006, Mr. Shi served as the President of the Hannan branch of the Bank of China, which is a state-owned commercial bank. Mr. Shi holds an MBA from North Jiaotong University. Mr. Shi's extensive experience in the banking industry provides the Board with a greater understanding of the banking industry and valuable financial reporting and risk management expertise.

Zheng Qingsong, age 38. Mr. Zheng has served as a director since March 2008. Mr. Zheng has practiced law in China since 1998, and he is currently Vice Director and a partner at Hubei Junlin Law Firm. Mr. Zheng received his law degrees from Wuhan Jianhan University and Zhongnan University of Economics and Law. In 2006, Mr. Zheng was selected as a member of the Chinese People's Political Consultative Committee of Wuhan Hongshan District. Mr. Zheng's extensive legal experience provides valuable insight to the Board.

Corporate Governance

Board Leadership Structure. Our Board does not have a policy regarding the separation of the roles of Chief Executive Officer and Chairman of the Board, as the Board believes it is in the best interest of the Company to make that determination based on the position and direction of the Company and the membership of the Board. In April 2010, Mr. Xu resigned as our Chief Executive Officer, but retains the position of Chairman of the Board. Upon Mr. Xu's resignation, our Board appointed Mr. Qi as Chief Executive Officer. Although the positions of Chairman and Chief Executive Officer are currently held by two individuals, in the future we may allow one individual to hold these two positions if the Board believes that it is in the best interests of the Company and its stockholders.

Risk Management. The Company's management is responsible for day-to-day risk management of the company. Management reports to the Board of Directors on the material risks the Company faces when management determines that the Company's risk profile materially changes. The Board of Directors uses management's reports to evaluate the Company's exposure to risks in light of the Company's business plan and growth strategies. The Board of Directors primarily focuses on risks in the areas of operations, liquidity and regulatory changes and compliance, which the Board of Directors believes are the areas most likely to have a potential impact on the Company in a material way.

Consideration and Determination of Executive and Director Compensation. The Compensation Committee has the primary authority to determine our compensation philosophy and to establish compensation for our executive officers. In establishing executive officer compensation, the Compensation Committee uses its subjective evaluation of the executives' performance and responsibilities, our overall performance and the Chief Executive Officer's recommendations. The Compensation Committee has not used any compensation consultant in setting executive salaries, or in determining other components of executive compensation, nor does it seek formally to benchmark the compensation of our executive officers against compensation paid by other companies to their executives.

Management plays a significant role in the compensation-setting process. The most significant aspects of management's role are:

- evaluating employee performance;
- preparing information for Compensation Committee meetings;
- establishing business performance targets and objectives;
- providing background information regarding the Company's strategic objectives; and
- recommending salary levels and equity awards.

Risk Management related to Compensation Policies and Practices. We do not believe that our compensation policies and practices encourage excessive and unnecessary risk-taking, and that the level of risk that they do encourage is not reasonably likely to have a material adverse effect on the Company. The design of our compensation policies and practices encourages our employees to remain focused on both our short- and long-term goals.

Code of Ethics. Our Code of Business Conduct and Ethics (the “Code of Ethics”) applies to all of our directors, executive officers and employees. The Code of Ethics is available on our website at www.wuhangeneral.com under the heading “Investor Relations.” We intend to disclose any amendments to our Code of Ethics, and any waiver from a provision of the Code of Ethics granted to our Chief Executive Officer, Chief Financial Officer or Controller, on our website within four business days following such amendment or waiver.

Executive Sessions of Independent Directors. The Board of Directors is responsible for scheduling regular executive sessions of our independent directors. At executive sessions, our independent directors meet without management or any non-independent directors present. The independent directors are responsible for establishing the agenda at executive sessions. The Board believes that executive sessions foster open and frank communication among the independent directors, which will ultimately add to the effectiveness of the Board, as a whole.

Committee Authority to Retain Independent Advisors. Each of the Audit Committee and the Compensation Committee has the authority to retain independent advisors and consultants, with all fees and expenses to be paid by Wuhan General.

Accounting Complaint Policy. The Audit Committee has established procedures for the treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for confidential and anonymous submission by our employees of concerns regarding questionable accounting, internal accounting controls or auditing matters.

No Executive Loans. We do not extend loans to executive officers or directors, and we have no such loans outstanding.

Policy for Director Attendance at Annual Meetings. It is the policy of Wuhan General and our Board of Directors that all directors attend the Annual Meeting of Stockholders and be available for questions from stockholders, except in the case of unavoidable conflicts. All of our directors attended our 2011 Annual Meeting of Stockholders.

Process for Security Holders to Send Communications to the Board. We encourage security holder communication with the Board of Directors. Any security holder who wishes to communicate with the Board or with any particular director, including any independent director, may send a letter to the Secretary of Wuhan General at our principal executive offices. Any communication should indicate that you are a Wuhan General security holder and clearly specify whether it is intended to be made to the entire Board or to one or more particular director(s).

Policy for Consideration of Director Candidates Recommended by Security Holders. We welcome recommendations for director candidates from security holders. In order to make a recommendation, a security holder should submit the following information to the Board of Directors:

- a resume for the candidate detailing the candidate's work experience and academic credentials;

written confirmation from the candidate that he or she (1) would like to be considered as a candidate and would serve if nominated and elected, (2) consents to the disclosure of his or her name, (3) has read our Code of Ethics and that during the prior three years has not engaged in any conduct that, had he or she been a director, would have violated the Code of Ethics or required a waiver, (4) is, or is not, "independent" as that term is defined by Nasdaq and SEC rules, and (5) has no plans to change or influence the control of Wuhan General;

the name of the recommending stockholder as it appears in our books, the number of shares of Common Stock that is owned by the stockholder and written confirmation that the stockholder consents to the disclosure of his or her name (if the recommending person is not a stockholder of record, he or she should provide proof of share ownership);

- personal and professional references, including contact information; and

any other information relating to the candidate required to be disclosed in a proxy statement for election of directors under Regulation 14A of the Securities Exchange Act of 1934, as amended.

This information should be sent to the Board of Directors, c/o Secretary at our principal executive offices, who will forward it to the Board of Directors. The Board of Directors does not necessarily respond to security holder recommendations.

There have been no material changes to the procedures by which stockholders may recommend nominees to the Company's Board of Directors.

Board Committees. Our Board of Directors currently has two standing committees: the Audit Committee and the Compensation Committee. The principal functions and the names of the directors currently serving as members of

each of those committees are set forth below. In accordance with applicable Nasdaq and SEC requirements, the Board of Directors has determined that each director serving on the Audit and Compensation committees is an independent director.

Audit Committee. The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to our financial matters. The Audit Committee operates under a written charter, a copy of which is available on our website at www.wuhangeneral.com under the heading “Investor Relations.” Under the charter, the committee’s principal responsibilities include reviewing our financial statements, reports and releases; reviewing with the independent auditor all critical accounting policies and alternative treatments of financial information under generally accepted accounting principles; and appointing, compensating, and retaining and overseeing the work of the independent auditor.

The current members of the Audit Committee are Brian Lin (Chairman) and Shi Yu. The Board of Directors has determined that Mr. Lin is an “audit committee financial expert,” as that term is defined in SEC rules. The Company currently does not have three independent directors on the Audit Committee per Nasdaq Requirements. We are in the process of finding a third independent director to name to the Audit Committee.

Compensation Committee. The Compensation Committee has the primary authority to determine our compensation philosophy and to establish compensation for our executive officers. The Compensation Committee operates under a written charter, a copy of which is available on our website at www.wuhangeneral.com under the heading “Investor Relations.” Under the charter, the committee’s principal responsibilities include making recommendations to the Board on the Company’s compensation policies, determining the compensation of senior management, making recommendations to the Board on the compensation of independent directors and approving performance-based compensation.

The current members of the Compensation Committee are Shi Yu (Chairman) and Brian Lin.

Director Nominations

We do not have a formally constituted nominating committee or charter. Instead, our Board of Directors adopted a Director Nomination Policy, which provides for the nomination of persons to serve on our Board upon the approval of a majority of our independent directors. The qualifications of recommended candidates also will be reviewed and approved by the full Board. Our Board, through the adoption of the Director Nomination Policy, has indicated its preference for this approach. Under the Director Nomination Policy, the independent directors consider the following factors when qualifying candidates: current composition of the Board and the characteristics of each candidate under consideration, including that candidate's competencies, experience, reputation, integrity, independence, potential for conflicts of interest and other appropriate qualities. When considering a director standing for re-election, in addition to the factors described above, the independent directors consider that individual's past contribution and future commitment to the Company. The independent directors evaluate all candidates, regardless of the source from which the candidate was first identified, based upon the totality of the merits of each candidate and not based upon minimum qualifications or attributes.

The Board has not adopted a formal policy with regard to the consideration of diversity in identifying director nominees. In determining whether to recommend a director nominee, the independent directors consider and discuss diversity, among other factors, with a view toward the needs of the Board as a whole. The independent directors generally conceptualize diversity expansively to include, without limitation, concepts such as race, gender, national origin, differences of viewpoint, professional experience, education, skill and other qualities or attributes that contribute to Board heterogeneity, when identifying and recommending director nominees. The independent directors believe that the inclusion of diversity as one of many factors considered in selecting director nominees is consistent with the Board's goal of creating a Board of Directors that best serves the needs of the Company and the interest of its stockholders.

For information regarding director nominations by security holders, see "Part III, Item 10. Directors, Executive Officers and Corporate Governance—Corporate Governance—Policy for Consideration of Director Candidates Recommended by Security Holders."

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and executive officers, and persons who beneficially own more than 10% of any class of our equity securities, who collectively we generally refer to as insiders, to file with the SEC initial reports of beneficial ownership and reports of changes in beneficial ownership of Common Stock and other equity securities of Wuhan General. Our insiders are required by SEC regulation to furnish us with copies of all Section 16(a) reports they file. Based solely upon a review of the copies of the forms furnished to us, we believe that during the 2011 fiscal year our insiders complied with all applicable filing requirements.

Item 11. Executive Compensation.

Executive Compensation

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the years ended December 31, 2011, and 2010 in all capacities for the accounts of our executives, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO). Philip Lo resigned as CFO and Treasurer of the Company effective January 18, 2012.

Summary Compensation Table

| Name and Principal Position | Year | Salary \$(1) | All Other Compensation (\$) (1) | Total \$(1) |
|---|------|-----------------|------------------------------------|----------------|
| Qi Ruilong(2) Chief Executive Officer, President and Secretary | 2010 | \$82,500 | \$ - | \$82,500 |
| | 2011 | \$120,000 | \$ - | \$120,000 |
| Philip Lo(3) Chief Financial Officer and Treasurer | 2010 | \$116,000 | \$ 11,658 | \$127,658 |
| | 2011 | \$116,000 | \$ 11,658 | \$127,658 |
| Carol Pan(4) Principal Accounting Officer and Treasurer | 2010 | n/a | n/a | n/a |
| | 2011 | n/a | n/a | n/a |

The amounts shown in this table were paid in RMB and were translated into U.S. dollars at the rate of \$0.14752 per RMB for 2010, which is the average 12 month exchange rate that the Company used in its audited financial statements for such year. The amounts shown in this table were paid in RMB and were translated into U.S. dollars at the rate of \$0.154476 per RMB for 2011, which is the average 12 month exchange rate that the Company used in its audited financial statements for such year.

- (2) Qi Ruilong became Chief Executive Officer, President and Secretary in April 2010. Pursuant to his employment agreement, Mr. Qi receives an annual base salary of \$120,000.
- (3) Philip Lo became Chief Financial Officer and Treasurer in January 2010. He resigned from his positions on January 18, 2012.
- (4) Carol Pan became Principal Accounting Officer and Treasurer in January 2012. Pursuant to her employment agreement, Ms. Pan receives an annual base salary of \$60,000.

Other than our Chief Executive Officer and Principal Accounting Officer, our executive officers receive an annual salary and a monthly bonus. The annual salaries range from approximately \$18,000 to \$20,000. The monthly bonuses vary depending on the performance of the Company. In 2011, each executive officer other than Qi Ruilong and Philip Lo received bonuses of up to \$1,000.

In accordance with PRC law, we contribute specified amounts to government-managed benefit plans for our employees. Benefits include pension, medical insurance, disability and unemployment. The amounts of our contributions are specified by the PRC government based on each employee's compensation and length of service, up to a maximum required contribution. The PRC government is responsible for the payment of benefits to employees.

Bonuses and Deferred Compensation

We do not have any bonus, deferred compensation or retirement plans.

Stock Option Plan

On November 30, 2007, our Board of Directors adopted the Wuhan General Group (China), Inc. 2007 Stock Option Plan, which we refer to as the "2007 Plan." The 2007 Plan, which became effective on November 30, 2007, is intended to assist us in recruiting and retaining individuals with ability and initiative by enabling such persons to participate in our future success by aligning their interests with those of the Company and its stockholders. The 2007 Plan provides

that the maximum number of shares of the Company's Common Stock that may be issued under the 2007 Plan is 3,000,000 shares. The 2007 Plan will expire on November 30, 2017. The above description is qualified in its entirety by reference to the Wuhan General Group (China), Inc. 2007 Stock Option Plan, a copy of which was filed as Exhibit 10.1 to our Form 8-K filed on December 6, 2007.

No stock options or other equity compensation awards were awarded to executive officers during the fiscal years ended December 31, 2011 and 2010.

Director Compensation

On November 30, 2007, our Board of Directors approved a new compensation package for outside directors who are independent in accordance with the Nasdaq and SEC rules governing director independence. The compensation package, which was deemed effective January 1, 2007, provides for the following:

Each eligible director will receive an annual \$20,000 cash retainer.

Each eligible director residing in Wuhan, China will receive a \$1,000 fee for each board or committee meeting attended. Each eligible director who resides outside of Wuhan, China, will receive a \$1,000 fee for each board or committee meeting attended by telephone and \$5,000 for each board or committee meeting attended in person.

Each eligible director will receive the option to purchase 20,000 shares of our Common Stock per year. The stock options will vest in four equal quarterly installments over one year.

The Chairman of our Audit Committee will receive an additional annual fee of \$5,000.

All directors will be reimbursed for out-of-pocket expenses associated with their service to the Company.

We do not currently provide our non-independent directors with any additional compensation, including grants of stock options, for their services on the Board of Directors, except for reasonable out-of-pocket expenses incurred in connection with their attendance at meetings of the Board of Directors.

The following table sets forth information concerning the compensation of our non-management directors for the year ended December 31, 2011.

2011 Director Compensation

| Name | Fees Earned or Paid in Cash (\$) | Option Awards (\$) (1)(2) | Total (\$) |
|------------------|-------------------------------------|------------------------------|------------|
| David K. Karnes* | \$ 23,000 | \$ 9,200 | \$ 32,200 |
| Brian Lin | \$ 26,000 | \$ 9,200 | \$ 35,200 |
| Shi Yu | \$ 21,000 | \$ 9,200 | \$ 30,200 |
| Zheng Qingsong | \$ 21,000 | \$ 9,200 | \$ 30,200 |

*As of December 28, 2011, Mr. Karnes was no longer a director of the Company.

(1)As of December 31, 2011, our non-management directors held the following stock options:

| Name | Stock Options |
|------------------|---------------|
| David K. Karnes* | 80,000 |
| Brian Lin | 80,000 |
| Shi Yu | 40,000 |
| Zheng Qingsong | 40,000 |

*As of December 28, 2011, Mr. Karnes was no longer a director of the Company.

Employment Agreements with Executive Officers

In accordance with Chinese law, our Chinese operating subsidiaries maintain basic employment agreements with all our employees, including our executive officers. Under these agreements, our executive officers are not entitled to severance payments upon the termination of their employment agreements or a change of control of the Company. They are subject to customary non-competition and confidentiality covenants.

In addition, we have a separate employment agreement with Qi Ruilong, our Chief Executive Officer, President and Secretary; and Carol Pan, our Principal Accounting Officer and Treasurer. Mr. Qi receives a monthly salary of \$10,000 and will be reimbursed for all reasonable out-of-pocket expenses incurred in connection with his services. Mr. Qi also is eligible for benefits customarily available to employees in comparable positions with the Company. In addition, at the discretion of the Board's Compensation Committee, Mr. Qi may receive an option to purchase stock in the Company. Ms. Pan receives a monthly salary of \$5,000 and will be reimbursed for all reasonable out-of-pocket expenses incurred in connection with his services. Ms. Pan also is eligible for benefits customarily available to employees in comparable positions with the Company. In addition, at the discretion of the Board's Compensation Committee, Ms. Pan may receive an option to purchase stock in the Company.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee consists of Messrs. Lin and Shi. None of the members of the Compensation Committee is a current or former officer or employee of Wuhan General or any of our subsidiaries. There are no compensation committee interlocks or insider participation in compensation decisions that are required to be disclosed in this Amendment.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Equity Compensation Plan Information

We maintain one stock-based employee compensation plan — the 2007 Plan, pursuant to which we may grant options to purchase shares of Common Stock to eligible persons. The maximum aggregate number of shares of Common Stock that may be issued under the 2007 Plan and to which awards may relate is 3,000,000 shares.

The following table provides information about option awards under the Plan as of December 31, 2011.

| Plan Category | Number of securities to be issued upon exercise of outstanding options | Weighted-average exercise price of outstanding options | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column) |
|---|--|--|---|
| Equity compensation plans previously approved by security holders | 240,000 | \$ 3.82 | 2,760,000 |
| Equity compensation plans not approved by security holders | — | — | — |
| Total | 240,000 | \$ 3.82 | 2,760,000 |

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information regarding the beneficial ownership of our Common Stock as of April 30, 2012 by (i) each person known by us to be the beneficial owner of more than 5% of our Common Stock, (ii) our directors, (iii) our named executive officers and (iv) our directors and executive officers as a group.

Beneficial ownership has been determined in accordance with the rules and regulations of the SEC and includes voting or investment power with respect to the shares. Unless otherwise indicated, the persons named in the table below have sole voting and investment power with respect to the number of shares indicated as beneficially owned by them.

Edgar Filing: WUHAN GENERAL GROUP (CHINA), INC - Form 10-K/A

| Name of Beneficial Owner | Common Stock Beneficially Owned(1) | Percentage of Common Stock Owned (1) | |
|--|---------------------------------------|--|---|
| Five Percent Stockholders (other than directors and named executive officers): | | | |
| Citigroup Inc.(2)(3) | 3,324,935 | 9.9 | % |
| NewQuest Capital Management (Cayman) Limited(2)(4) | 3,363,820 | 9.9 | % |
| Adam Benowitz and Vision Capital Advisors, LLC(2)(5) | 3,317,447 | 9.9 | % |
| The TCW Group, Inc.(2)(6) | 2,231,849 | 6.6 | % |
| Directors and Principal Executive Officers: | | | |
| Qi Ruilong | 0 | * | |
| Carol Pan | 0 | * | |
| Huang Zhaoqi | 0 | * | |
| Brian Lin(7) | 80,000 | * | |
| Xu Jie(8) | 19,844,398 | 61.1 | % |
| Shi Yu(9) | 40,000 | * | |
| Zheng Qingsong(10) | 40,000 | * | |
| Directors and Executive Officers as a group (7 persons)(11) | 20,004,398 | 61.2 | % |

*

Less than 1%.

Applicable percentage ownership is based on 32,505,000 shares of Common Stock outstanding as of April 30, 2012. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of Common Stock that are currently issuable upon conversion or exercisable within 60 days of April 30, 2012, are deemed to be beneficially owned by the person holding such convertible securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

(2) These holders received shares of our Series A Convertible Preferred Stock in a private placement transaction on February 7, 2007. In addition, we issued Series B Convertible Preferred Stock to certain of these holders in connection with the exercise of Series J Warrants, which expired on November 7, 2008. Until the preferred stock is converted, these holders have only limited voting rights with respect to the preferred stock. Because the preferred stock is presently convertible into or exercisable for shares of Common Stock, the holders are deemed to beneficially own such shares of Common Stock.

(3) Based on a Schedule 13G/A filed by Citigroup Inc. and its affiliates (collectively, "Citigroup") with the SEC on February 14, 2012. Citigroup owns 1,353,031 shares of Series A Convertible Preferred Stock and 2,062,232 shares of Series B Convertible Preferred Stock, which collectively are convertible into 3,415,263 shares of our Common Stock. The preferred stock is not convertible, however, to the extent that the number of shares of Common Stock to be issued pursuant to such conversion would exceed, when aggregated with all other shares of Common Stock owned by Citigroup at such time, the number of shares of Common Stock which would result in Citigroup beneficially owning in excess of 9.9% of the then issued and outstanding shares of our Common Stock. Citigroup may waive this ownership cap on 61 days' prior notice to us. As a result of this ownership cap, Citigroup beneficially owns 3,324,935 shares of our Common Stock. If Citigroup waived this ownership cap, it would beneficially own 4,953,292 shares of our Common Stock or approximately 13.8% of our outstanding Common Stock. Citigroup is deemed to beneficially own these securities, although record ownership of the securities is in the name of Old Lane Cayman Master Fund, L.P., Old Lane US Master Fund, L.P. and Old Lane HMA Master Fund, L.P. The address of Citigroup is 399 Park Avenue, New York, New York 10043.

(4) Based on a Schedule 13G filed by NewQuest Capital Management (Cayman) Limited and its affiliates ("NewQuest") with the SEC on April 25, 2011. NewQuest owns 1,272,779 shares of Series A Convertible Preferred Stock and 429,185 shares of Series B Convertible Preferred Stock, which collectively are convertible into 1,701,964 shares of our Common Stock. The preferred stock is not convertible, however, to the extent that the number of shares of Common Stock to be issued pursuant to such conversion would exceed, when aggrega