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Brilliance Auto

華 晨 汽 車

BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LIMITED

(華 晨 中 國 汽 車 控 股 有 限 公 司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1114)

PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

The Sole Placing Agent

J.P.Morgan

J.P. Morgan Securities (Asia Pacific) Limited

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

On 3rd December, 2009, after trading hours, Huachen, the controlling Shareholder which as at the date of this announcement is interested in 2,760,074,988 Shares, representing approximately 55.38% of the existing issued share capital of the Company, entered into the Placing and Underwriting Agreement with the Placing Agent pursuant to which 500 million Placing Shares owned by Huachen shall be placed at the Placing Price of HK\$2.25 per Placing Share by the Placing Agent on a fully underwritten basis. The remaining 2,260,074,988 Shares held by Huachen shall be subject to a lock-up period of 90 days from the date of completion of the Placing.

The Placing Shares represent approximately 10.03% of the existing issued share capital of the Company. Upon completion of the Placing, Huachen's interests in the Company shall be reduced from 2,760,074,988 Shares, representing approximately 55.38% of the existing issued share capital of the Company, to 2,260,074,988 Shares, representing approximately 45.35% of the existing issued share capital of the Company.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

THE PLACING AND UNDERWRITING AGREEMENT DATED 3RD DECEMBER, 2009

Parties:

- (1) Huachen, the controlling Shareholder interested in approximately 55.38% of the existing issued share capital of the Company as at the date of this announcement; and
- (2) the Placing Agent.

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To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placing Shares will be placed to independent professional, institutional and/or individual investors to be procured by the Placing Agent on a fully underwritten basis.

Number of Placing Shares

500 million Placing Shares, representing approximately 10.03% of the existing issued share capital of the Company.

Placing Price

HK\$2.25 per Placing Share, which is determined on an arm's length basis.

Lock-up Period

The remaining 2,260,074,988 Shares held by Huachen shall be subject to a lock-up period of 90 days from the date of completion of the Placing.

Completion of the Placing

The Placing is expected to be completed on 8th December, 2009 or such other date as Huachen and the Placing Agent may agree in writing.

Upon completion of the Placing, Huachen's interests in the Company shall be reduced from 2,760,074,988 Shares, representing approximately 55.38% of the existing issued share capital of the Company, to 2,260,074,988 Shares, representing approximately 45.35% of the existing issued share capital of the Company.

DEFINITIONS

In this announcement, unless otherwise defined, terms used herein shall have the following meanings:

“Company”	Brilliance China Automotive Holdings Limited (華晨中國汽車控股有限公司*), an exempted company incorporated in Bermuda with limited liability, whose securities are listed on the Stock Exchange;
“Directors”	the directors of the Company;
“HK\$”	Hong Kong dollars;
“Huachen”	華晨汽車集團控股有限公司 (Huachen Automotive Group Holdings Company Limited*), the controlling Shareholder which as at the date of this announcement is interested in approximately 55.38% of the existing issued share capital of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

“Placing”	the placing of the Placing Shares pursuant to the Placing and Underwriting Agreement;
“Placing Agent”	J.P. Morgan Securities (Asia Pacific) Limited;
“Placing and Underwriting Agreement”	the Placing and Underwriting Agreement dated 3rd December, 2009 entered into between Huachen and the Placing Agent in relation to the Placing;
“Placing Price”	HK\$2.25 per Placing Share;
“Placing Share(s)”	500 million Shares to be placed pursuant to the Placing and Underwriting Agreement;
“Shareholder(s)”	holder(s) of Shares;
“Shares”	shares at par value of US\$0.01 each in the share capital of the Company; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

*Certain English translations of Chinese names or words marked with * in this announcement are included for information purpose only and should not be regarded as the official English translation of such Chinese names or words.*

As at the date of this announcement, the board of Directors comprises four executive Directors, Mr. Wu Xiao An (also known as Mr. Ng Siu On) (Chairman), Mr. Qi Yumin (Chief Executive Officer), Mr. He Guohua and Mr. Wang Shiping; one non-executive Director, Mr. Lei Xiaoyang; and three independent non-executive Directors, Mr. Xu Bingjin, Mr. Song Jian and Mr. Jiang Bo.

By Order of the Board
Brilliance China Automotive Holdings Limited
Wu Xiao An
(also known as Ng Siu On)
Chairman

Hong Kong, 3rd December, 2009

* *For identification purposes only*