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# Brilliance Auto

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## 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)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Brilliance China Automotive Holdings Limited (the “**Company**”) will be held at Pheasant – Jasmine Room, 1/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 22 January 2021 at 9:00 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

1. “**THAT:**

- (a) the entering into of the Huachen Purchase Framework Agreement and the Huachen Sale Framework Agreement (as defined and described in the circular of the Company dated 5 January 2021 (the “**Circular**”), a copy of the Circular marked “A” together with a copy of the Huachen Purchase Framework Agreement marked “B” and the Huachen Sale Framework Agreement marked “C” are tabled before the meeting and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Huachen Non-Exempted Proposed Caps (as defined and described in the Circular) in respect of the proposed maximum annual monetary value of the transactions contemplated under the Huachen Purchase Framework Agreement and the Huachen Sale Framework Agreement for each of the three financial years ending 31 December 2023 be and are hereby approved; and

\* *For identification purposes only*

- (c) the director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize the signing, execution and delivery of all such documents and to do all such things as they may in their absolute discretion consider necessary, expedient or desirable to implement and/or to give effect to or otherwise in connection with the Huachen Purchase Framework Agreement and the Huachen Sale Framework Agreement and the transactions contemplated thereunder and to be in the interests of the Company.”

Yours faithfully  
By Order of the Board  
**Brilliance China Automotive Holdings Limited**  
**Lam Yee Wah Eva**  
*Company Secretary*

Hong Kong, 5 January 2021

*Registered Office:*

Victoria Place  
5th Floor  
31 Victoria Street  
Hamilton HM10  
Bermuda

*Head Office and Principal Place of Business in Hong Kong:*

Suites 1602-05  
Chater House  
8 Connaught Road Central  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote on a poll in his stead. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. at or before 9:00 a.m. on Wednesday, 20 January 2021 (Hong Kong time)) or any adjournment thereof.

4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish and in such event, the form of proxy will be deemed revoked.
5. The register of members of the Company will be closed from Tuesday, 19 January 2021 to Friday, 22 January 2021, both days inclusive, during which period no transfer of shares will be registered. The record date for the meeting is Tuesday, 19 January 2021. Only shareholders of the Company whose names appear on the register of members of the Company on Tuesday, 19 January 2021 or their proxies or duly authorised corporate representatives are entitled to attend and vote at the above meeting. In order to qualify for attending and voting at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., Hong Kong time, on Monday, 18 January 2021.
6. The ordinary resolution set out in this notice of special general meeting will be put to shareholders to vote taken by way of a poll.
7. In view of the ongoing novel coronavirus (COVID-19) pandemic and to protect the attendees of the meeting from the risk of infection, the Company will implement the following precautionary measures at the meeting:
  - (a) Compulsory body temperature checks will be conducted for every shareholder, proxy, corporate representative and other attendee at the entrance of the meeting venue. Any person with a body temperature above the reference range suggested by the Department of Health of The Government of The Hong Kong Special Administrative Region of the People's Republic of China (the "**HKSAR Government**") from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue.
  - (b) Each attendee may be asked to complete and submit a health declaration form prior to entry into the meeting venue, providing his/her name and contact details, as well as certain health-related information. Anyone who is subject to quarantine or responds positively to any of those questions may be denied entry into the meeting venue.
  - (c) Each attendee will be required to wear a surgical face mask prior to admission to the meeting venue and throughout the meeting, and to maintain a safe distance between seats, if necessary. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
  - (d) No refreshments or drinks will be served, and there will be no corporate gifts.

Any person who does not comply with the aforementioned precautionary measures or is subject to any health quarantine prescribed by the HKSAR Government may be denied entry into the meeting venue, or be required to leave the meeting venue, at the absolute discretion of the Company to the extent as permitted by law.
8. In the interest of all stakeholders' health and safety, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution at the meeting instead of attending the meeting in person.
9. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the meeting arrangements when appropriate. Shareholders should check the website of the Company and/or that of The Stock Exchange of Hong Kong Limited for future announcements and updates on the meeting arrangements.

*As at the date of this announcement, the board of directors of the Company comprises five executive directors, Mr. Wu Xiao An (also known as Mr. Ng Siu On) (Chairman), Mr. Yan Bingzhe (Chief Executive Officer), Mr. Zhang Wei, Mr. Sun Baowei and Ms. Ma Nina; and three independent non-executive directors, Mr. Xu Bingjin, Mr. Song Jian and Mr. Jiang Bo.*