

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)

Proxy form for use at the Special General Meeting or any adjournment thereof

I/We¹ _____
of _____
being the holder(s) of _____² shares with a par value of US\$0.01 each in the capital of Brilliance China Automotive Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³ or _____
of _____

as my/our proxy to act for me/us at the Special General Meeting of the Company (the “Meeting”), to be held at Alexandra Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 28th May, 2010 at 9:30 a.m. (or immediately after the closing of the annual general meeting to be held on the same date at 9:00 a.m.) or any adjournment thereof, and in particular (but without limitation) at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution set out in the notice convening the said Meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ⁴	Against ⁴
“THAT the proposed revised maximum annual monetary value of the continuing connected transactions for the two financial years ending 31st December, 2011 as set out in the paragraph headed “The Revised Caps” in the “Letter from the Board” contained in the circular issued by the Company dated 28th April, 2010 (the “Circular”) (a copy of which is marked “A” and produced to the meeting and signed by the Chairman for identification purposes) be and are hereby approved.”		

Signature⁵ _____

Dated _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK (✓) THE BOX MARKED “FOR” THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK (✓) THE BOX MARKED “AGAINST” THE RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. On a poll, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting except that persons appointed by a clearing house as a proxy will be able to vote on a show of hands and on poll.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon 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 branch registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. In case of 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish.

* for identification purposes only