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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 Alexandra Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Thursday, 17th December, 2009 at 9:00 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the business transfer agreement dated 28th October, 2009 (as supplemented by the supplemental agreement dated 29th October, 2009) (the “**Business Transfer Agreement**”) (copies of which are marked “A” and produced to the meeting and signed by the Chairman for identification purposes) entered into between 瀋陽華晨金杯汽車有限公司 (Shenyang Brilliance JinBei Automobile Co., Ltd.*) (“**Shenyang Automotive**”), a 51% subsidiary of the Company, and 華晨汽車集團控股有限公司 (Huachen Automotive Group Holdings Company Limited*) (“**Huachen**”) pursuant to which Shenyang Automotive agreed to sell, and Huachen agreed to acquire, certain assets, liabilities, employees and business contracts comprised in the Zhonghua business at the base value of RMB494,490,168, subject to adjustments; and all the transactions contemplated under the Business Transfer Agreement be and are approved, confirmed and ratified and the directors of the Company (the “**Directors**”) be and are authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Business Transfer Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided in the Business Transfer Agreement) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

2. **“THAT**

- (a) the framework agreements and the comprehensive service agreement all dated 19th November, 2009 (the **“Framework Agreements”**) (copies of which are marked “B” and produced to the meeting and signed by the Chairman for identification purposes) in respect of the continuing connected transactions entered into between the Company and/or its subsidiaries on the one part and 華晨汽車集團控股有限公司 (Huachen Automotive Group Holdings Company Limited*) and/or its subsidiaries and its associates on the other part for the period from the date of completion of the disposal of Zhonghua business by 瀋陽華晨金杯汽車有限公司 (Shenyang Brilliance JinBei Automobile Co., Ltd.*) (**“Shenyang Automotive”**), a 51% subsidiary of the Company, up to 31st December, 2011 (the **“Continuing Connected Transactions”**) as set out in the paragraph headed “The Continuing Connected Transactions” in the “Letter from the Board” contained in a circular issued by the Company dated 1st December, 2009 (the **“Circular”**) (a copy of which is marked “C” and produced to the meeting and signed by the Chairman for identification purposes) be and are hereby approved, confirmed and ratified and the entering into of the Continuing Connected Transactions pursuant to the Framework Agreements be and are hereby approved and confirmed; and that the directors of the Company be and are hereby authorised to take such actions and to enter into such documents as are necessary to give effect to the Continuing Connected Transactions contemplated under the Framework Agreements; and
- (b) the proposed maximum annual monetary value of the Continuing Connected Transactions contemplated under the Framework Agreements for the period from the date of completion of the disposal of Zhonghua business by Shenyang Automotive up to 31st December, 2010 and the financial year ending 31st December, 2011 as set out in the paragraph headed “Proposed Caps” in the “Letter from the Board” contained in the Circular be and are hereby approved.”
3. **“THAT** the cross guarantee agreement dated 19th November, 2009 entered into between 瀋陽興遠東汽車零部件有限公司 (Shenyang XingYuanDong Automobile Component Co., Ltd.*) (**“Xing Yuan Dong”**), a wholly-owned subsidiary of the Company, and 華晨汽車集團控股有限公司 (Huachen Automotive Group Holdings Company Limited*) (**“Huachen”**), in relation to the provision of cross guarantee by each of Xing Yuan Dong and Huachen for the banking facilities of the other party up to the amount of RMB1,500 million for the period from the date of completion of the disposal of Zhonghua business by 瀋陽華晨金杯汽車有限公司 (Shenyang Brilliance JinBei Automobile Co., Ltd.*), a 51% subsidiary of the Company, up to 31st December, 2010 (a copy of which is marked “D” and produced to the meeting and signed by the Chairman for identification purposes) be and is hereby approved, confirmed and ratified and that the directors of the Company be and are hereby authorised to take such actions as are necessary to give effect to the cross guarantee.”

By order of the Board
Brilliance China Automotive Holdings Limited
Lam Yee Wah Eva
Company Secretary

Hong Kong, 1st December, 2009

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Head office and principal place of business:
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 share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting 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.
5. The ordinary resolutions set out in this notice of special general meeting will be put to Shareholders to vote taken by way of a poll.

As at the date of this announcement, the board of Directors of the Company 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.

* *for identification purposes only*