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Brilliance Auto

华 晨 汽 车

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)

RESULTS OF SPECIAL GENERAL MEETING HELD ON 17TH DECEMBER, 2009

The Board is pleased to announce that the ordinary resolutions relating to (i) the Business Transfer Agreement and the Disposal; (ii) the Continuing Connected Transactions (save for the leasing of premises to/from members of the Huachen Group); (iii) the Proposed Caps (save for the Proposed Caps for the leasing of premises to/from members of the Huachen Group); and (iv) the Second Cross Guarantee were duly passed by the Independent Shareholders attending and voting at the Special General Meeting by way of poll at the Special General Meeting.

Reference is made to the announcements made by the Company dated 29th October, 2009 and 19th November, 2009 respectively and the circular issued by the Company dated 1st December, 2009 (the “**Circular**”) in relation to, among other things, (i) the Business Transfer Agreement and the Disposal; (ii) the Continuing Connected Transactions (save for the leasing of premises to/from members of the Huachen Group); (iii) the Proposed Caps (save for the Proposed Caps for the leasing of premises to/from members of the Huachen Group); and (iv) the Second Cross Guarantee. Unless the context requires otherwise, terms used herein shall have the same meanings as in the Circular.

The Board is pleased to announce that the ordinary resolutions relating to (i) the Business Transfer Agreement and the Disposal; (ii) the Continuing Connected Transactions (save for the leasing of premises to/from members of the Huachen Group); (iii) the Proposed Caps (save for the Proposed Caps for the leasing of premises to/from members of the Huachen Group); and (iv) the Second Cross Guarantee were duly passed by the Independent Shareholders attending and voting at the Special General Meeting by way of poll at the Special General Meeting held on 17th December, 2009. The Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the Special General Meeting.

As at the date of the Special General Meeting, the number of issued Shares of the Company was 4,985,519,388 Shares. Huachen, who as at the date of the Special General Meeting was interested in 2,260,074,988 Shares, representing approximately 45.33% of the issued share capital of the Company, has abstained from voting in respect of the ordinary resolutions. As at the date of the Special General Meeting, none of the associates of Huachen was interested in any Shares. As such, Independent Shareholders holding a total of 2,725,444,400 Shares, representing approximately 54.67% of the issued share capital of the Company, were entitled to vote for or against the ordinary resolutions at the Special General Meeting.

Details of the poll results in respect of the ordinary resolutions in relation to (i) the Business Transfer Agreement and the Disposal; (ii) the Continuing Connected Transactions (save for the leasing of premises to/from members of the Huachen Group); (iii) the Proposed Caps (save for the Proposed Caps for the leasing of premises to/from members of the Huachen Group); and (iv) the Second Cross Guarantee are as follows:

Ordinary Resolutions proposed at the Special General Meeting	FOR votes (%)	AGAINST votes (%)	Total number of votes
1. To approve, confirm and ratify the entering into of the Business Transfer Agreement between Shenyang Automotive and 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 and to authorise the Directors 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 as are, in the opinion of the Directors, in the interest of the Company and its Shareholders as a whole.	1,139,459,838 (99.90%)	1,152,382 (0.10%)	1,140,612,220

Ordinary Resolutions proposed at the Special General Meeting	FOR votes (%)	AGAINST votes (%)	Total number of votes
<p>2. (a) To approve, confirm and ratify the entering into of the framework agreements and the comprehensive service agreement all dated 19th November, 2009 (the “Framework Agreements”) in respect of the continuing connected transactions between the Company and/or its subsidiaries on the one part and Huachen and/or its subsidiaries and its associates on the other part for the period from the date of Completion of the Disposal up to 31st December, 2011 and the entering into of the Continuing Connected Transactions pursuant to the Framework Agreements; and to authorise the Directors 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</p> <p>(b) To approve 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 up to 31st December, 2010 and the financial year ending 31st December, 2011.</p>	1,139,694,120 (99.92%)	918,100 (0.08%)	1,140,612,220
<p>3. To approve, confirm and ratify the entering into of the Second Cross Guarantee Agreement between Xing Yuan Dong and 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 up to 31st December, 2010 and to authorise the Directors to take such actions as are necessary to give effect to the Second Cross Guarantee.</p>	1,139,459,838 (99.90%)	1,152,382 (0.10%)	1,140,612,220

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

Hong Kong, 17th December, 2009

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.

* For identification purposes only