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If you have sold or transferred all your securities in Brilliance China Automotive Holdings Limited, you should at once hand this circular to the purchaser, transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**(1) NOTICE OF ANNUAL GENERAL MEETING;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES**

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A notice convening an annual general meeting of Brilliance China Automotive Holdings Limited to be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 20th June, 2025 at 9:00 a.m. is set out on pages 18 to 22 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return them to the office of the branch registrar of Brilliance China Automotive Holdings Limited in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queens Road East, Wanchai, Hong Kong before 9:00 a.m., Hong Kong time, on Wednesday, 18th June, 2025, or not less than 48 hours before the time appointed for holding any adjournment of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof if you so wish and in such event, the form of proxy will be deemed to be revoked.

29th April, 2025

\* For identification purposes only

# CONTENTS

	<i>Page</i>
<b>Responsibility Statement</b> .....	ii
<b>Definitions</b> .....	1
<b>Letter From the Board</b> .....	4
<b>Appendix I – Biographies of Directors Proposed to be Re-Elected at the Annual General Meeting</b> .....	10
<b>Appendix II – Explanatory Statement on the Repurchase Mandate</b> .....	15
<b>Notice of Annual General Meeting</b> .....	18

## **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## DEFINITIONS

*In this circular, unless otherwise defined, terms used herein shall have the following meaning:*

“Annual General Meeting”	the annual general meeting of the Company for the year ended 31st December, 2024 to be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 20th June, 2025 at 9:00 a.m. or any adjournment thereof;
“associated corporation”	has the meaning ascribed to it under the SFO;
“associates”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company, as amended from time to time;
“close associates”	has the meaning ascribed to it under the Listing Rules;
“Companies Act”	The Companies Act 1981 of Bermuda, as amended from time to time;
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time;
“Company”	Brilliance China Automotive Holdings Limited ( 華晨中國汽車控股有限公司*), an exempted company incorporated in Bermuda on 9th June, 1992 with limited liability whose securities are listed on the main board of the Stock Exchange;
“connected persons”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholders”	has the meaning ascribed to it under the Listing Rules;
“core connected person”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;

## DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSAR Government”	The Government of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Huachen”	華晨汽車集團控股有限公司 (Huachen Automotive Group Holdings Company Limited*), a substantial Shareholder which as at the Latest Practicable Date is, through Shenyang Sanshi, interested in approximately 29.99% of the issued share capital of the Company;
“Issue Mandate”	the general and unconditional mandate to be granted to the Directors at the Annual General Meeting to exercise all the powers to allot, issue and otherwise deal with new Shares not exceeding 20% of the number of Shares in issue as at the date of passing of the resolution approving such mandate;
“Latest Practicable Date”	23rd April, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China and, for the sole purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange up to 10% of the number of Shares in issue as at the date of passing of the resolution approving such mandate;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;

## DEFINITIONS

“Share(s)”	share(s) with a par value of US\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Shares;
“Shenyang Automobile”	瀋陽汽車有限公司 (Shenyang Automobile Co., Ltd.*), the holding company of Huachen and a substantial Shareholder which as at the Latest Practicable Date is, through Huachen and Shenyang Sanshi, interested in approximately 29.99% of the issued share capital of the Company;
“Shenyang Sanshi”	瀋陽三實汽車產業發展有限公司 (Shenyang Sanshi Automotive Industry Development Co., Ltd.*), a wholly-owned subsidiary of Huachen and a substantial Shareholder which as at the Latest Practicable Date is directly interested in approximately 29.99% of the issued share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance;
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers; and
“US\$”	United States dollars, the lawful currency of the United States of America.

\* *for identification purposes only*

# 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)**

*Executive Directors:*

Mr. Zhang Yue (*Chief Executive Officer*)

Mr. Zhang Wei

Mr. Guo Hongbo

*Independent non-executive Directors:*

Mr. Song Jian

Mr. Jiang Bo

Mr. Dong Yang

Dr. Lam Kit Lan, Cynthia

*Registered Office:*

Victoria Place

5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

*Head Office and Principal Place*

*of Business in Hong Kong:*

Unit 3303, 33rd Floor

The Henderson

2 Murray Road, Central

Hong Kong

29th April, 2025

*To the Shareholders*

Dear Sir or Madam

**(1) NOTICE OF ANNUAL GENERAL MEETING;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES**

**INTRODUCTION**

The purpose of this circular is to give you notice of the Annual General Meeting which will be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 20th June, 2025 at 9:00 a.m. and to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions on the grant of the Issue Mandate and the Repurchase Mandate, extension of general mandate to issue Shares and re-election of Directors.

\* *For identification purposes only*

## LETTER FROM THE BOARD

### CONSIDERING AND ADOPTING FINANCIAL STATEMENTS

An ordinary resolution will be proposed at the Annual General Meeting for the purpose of receiving, considering and adopting the audited financial statements, report of the Directors and the independent auditors' report for the financial year ended 31st December, 2024.

### PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to bye-law 99 of the Bye-Laws, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or in a multiple of three, then the number nearest to one-third but not greater than one-third (or in such other manner of rotation as may be required by the Listing Rules), shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Code provision B.2.2 of Appendix C1 to the Listing Rules stipulates that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

It is provided in bye-law 102(B) of the Bye-Laws that the Board has power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or number of Directors who are to retire by rotation at the annual general meeting. Mr. Guo Hongbo (“**Mr. Guo**”), who was appointed by the Board after the annual general meeting held in the year 2024, will hold office until the Annual General Meeting pursuant to bye-law 102(B) of the Bye-Laws. Mr. Guo will not be taken into account in determining the number of Directors who are to retire by rotation.

Of the remaining six existing Directors, Mr. Zhang Wei (“**Mr. Zhang**”) and Dr. Lam Kit Lan, Cynthia (“**Dr. Lam**”), being the longest in office, are subject to rotation requirement pursuant to bye-law 99 of the Bye-Laws and the code provision B.2.2 of Appendix C1 to the Listing Rules and will retire at the Annual General Meeting. Each of Mr. Zhang, Mr. Guo and Dr. Lam, being eligible, will offer himself/herself for re-election and the Board has recommended them for re-election at the Annual General Meeting.

## LETTER FROM THE BOARD

The Board has reviewed and assessed the independence of Dr. Lam pursuant to code provision B.3.4 of Appendix C1 to the Listing Rules and the Board was satisfied that further appointment of Dr. Lam as an independent non-executive Director is justified due to the following reasons:

- (1) Dr. Lam serves as an independent non-executive Director since her first appointment and has never been involved in any operation of the Company;
- (2) Dr. Lam does not hold any interest in the share capital of the Company or in the business activities of the Group;
- (3) other than being an independent non-executive Director, Dr. Lam is not connected with any Director, the chief executive or substantial shareholder of the Company, and does not represent any entity whose interests are not in line with the Shareholders as a whole;
- (4) to the best knowledge of the Board, Dr. Lam has not relied on the remuneration given by the Company nor financially dependent on the Company or any connected person of the Company;
- (5) Dr. Lam has demonstrated and the Board believes that she is able to exercise her independent professional judgment and draw upon her extensive knowledge, expertise and experience in compliance and corporate governance, which contributes to diversity of the Board and brings benefits to the Group as a whole, in particular, the independent Shareholders;
- (6) Dr. Lam has demonstrated complete independence in character and has contributed objectively in giving impartial advice to the Board;
- (7) Dr. Lam has confirmed her independence to the Company in respect of each of the factors set out in Rule 3.13 of the Listing Rules that the Stock Exchange takes into account in assessing the independence of a non-executive director at the time of her first appointment; and
- (8) as a corporate practice, Dr. Lam has provided an annual confirmation of independence to the Company in respect of each of the factors set out in Rule 3.13 of the Listing Rules and has not informed the Company there is any subsequent change of circumstances which may affect her independence since her appointment.

## LETTER FROM THE BOARD

Based on the above reasons, the Company is of the view that Dr. Lam meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines and Dr. Lam will be able to carry out her duties as an independent non-executive Director impartially and independently.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board diversity policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The nomination committee of the Company accordingly recommended the re-election of Mr. Zhang, Mr. Guo and Dr. Lam to the Board. Based on the aforesaid, the Board considers that the re-election of the above retiring Directors, including each of Mr. Zhang and Mr. Guo as an executive Director and Dr. Lam as an independent non-executive Director, is in the best interests of the Company and the Shareholders as a whole and that they should be re-elected.

Brief biography, as at the Latest Practicable Date, of each of Mr. Zhang, Mr. Guo and Dr. Lam proposed to be re-elected at the Annual General Meeting is set out in Appendix I to this circular.

The procedure for nominating candidate(s) by Shareholders to stand for election as Director at general meeting has been published on the website of the Company ([www.brillianceauto.com](http://www.brillianceauto.com)). The Company will issue an announcement or a supplemental circular to inform Shareholders of the details of additional candidate(s) proposed for election if a valid nomination proposal together with the requisite information and documents are received after the printing of this circular.

### **PROPOSED GRANT OF REPURCHASE MANDATE AND ISSUE MANDATE**

At the annual general meeting of the Company held on 25th June, 2024, ordinary resolutions were passed, among other things, to grant the general mandates to the Directors (i) to repurchase Shares not exceeding 10% of the number of Shares in issue as at 25th June, 2024; and (ii) to allot, issue and otherwise deal with Shares not exceeding 20% of the number of Shares in issue as at 25th June, 2024 plus the Shares repurchased by the Company (up to a maximum of 10% of the number of Shares in issue pursuant to the mandate granted under (i) above).

These general mandates will lapse at the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held.

## LETTER FROM THE BOARD

### **The Repurchase Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate, in the terms set out in the notice of the Annual General Meeting, to exercise the powers of the Company to repurchase its own Shares on the Stock Exchange at any time during the period ended on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or any applicable laws of Bermuda; and (iii) the date upon which such authority is revoked or varied at a general meeting of the Shareholders. The number of Shares to be purchased pursuant to the Repurchase Mandate shall not exceed 10% of the number of Shares in issue as at the date of passing of the relevant resolution.

An explanatory statement to provide relevant information in respect of the Repurchase Mandate is set out in Appendix II to this circular.

### **The Issue Mandate**

At the Annual General Meeting, ordinary resolutions will also be proposed to renew the general mandate granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of Shares in issue as at the date of passing of the relevant resolution, and adding to such general mandate so granted to the Directors any Shares repurchased by the Company after the granting of the Repurchase Mandate. The Issue Mandate shall remain in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or any applicable laws of Bermuda; and (iii) the date upon which such authority is revoked or varied at a general meeting of the Shareholders.

As at the Latest Practicable Date, the number of Shares in issue were 5,045,269,388 Shares. On the basis of such figure (and assuming no new Shares will be issued and no Shares will be repurchased prior to the date of the Annual General Meeting), exercise in full of the Issue Mandate will enable the Directors to allot, issue and deal with 1,009,053,877 Shares.

### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

A notice convening the Annual General Meeting to be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 20th June, 2025 at 9:00 a.m. is set out on pages 18 to 22 of this circular.

Form of proxy for use at the Annual General Meeting is enclosed herein and such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

## LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the resolutions to be put forward at the Annual General Meeting will be voted on by the Shareholders by way of poll except that the Chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the Annual General Meeting will put all the resolutions proposed at the Annual General Meeting to be voted by way of a poll pursuant to bye-law 70 of the Bye-Laws. The results of the poll will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.brillianceauto.com](http://www.brillianceauto.com) as soon as possible after the conclusion of the Annual General Meeting.

Whether or not Shareholders intend to attend the Annual General Meeting, they are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return them 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 Queens Road East, Wanchai, Hong Kong before 9:00 a.m., Hong Kong time, on Wednesday, 18th June, 2025, or not less than 48 hours before the time appointed for holding any adjournment of the Annual General Meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish and in such event, the form of proxy will be deemed to be revoked.

### RECOMMENDATIONS

The Board considers that the proposed resolutions regarding the approval of the financial statements, the approval of the re-election of the retiring Directors, the proposed grant of the Repurchase Mandate and the Issue Mandate to the Directors are in the interests of the Company and the Shareholders, and therefore recommends the Shareholders to vote in favour of all of the resolutions to be proposed at the Annual General Meeting.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendices to this circular.

Yours faithfully  
By Order of the Board  
**Brilliance China Automotive Holdings Limited**  
**Zhang Yue**  
*Chairman and Chief Executive Officer*

<b>APPENDIX I                      BIOGRAPHIES OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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*The followings are the biographies of the Directors proposed to be re-elected at the Annual General Meeting:*

**EXECUTIVE DIRECTORS**

**Mr. Zhang Wei**

Mr. Zhang Wei, aged 51, has been an executive Director and the executive vice president of supply chain of the Company since 12th September, 2016 and 1st October, 2022, respectively. Mr. Zhang is also a member of the subsidiary senior management appointment committee of the Company. Mr. Zhang has also been a director of BMW Brilliance Automotive Ltd. since November 2024. Mr. Zhang is currently the chairman and general manager of Shenyang XingYuanDong Automobile Component Co., Ltd., a director, general manager and the chairman of Shenyang JinBei Automotive Industry Holdings Co., Ltd., and a director and the chairman of Jinbei (Shenyang) Automotive Co., Ltd. (formerly known as Renault Brilliance Jinbei Automotive Company Limited). He is also currently a director and the chairman of Brilliance-BEA Auto Finance Co., Ltd., and a director of Key Choices Group Limited and Brilliance Investment Holdings Limited, all of which are subsidiaries of the Company. Mr. Zhang joined Huachen in 2003 and held various positions in Huachen, including but not limited to senior project manager of assets operation department, secretary of president, division leader of human resources department, deputy manager of administrative office and assistant to president. Mr. Zhang was the secretary of the board of directors of Huachen from March 2016 to June 2019. From July 1996 to February 1997, and from February 1997 to January 2003, Mr. Zhang was a specialist of import and export department and a project manager, respectively, of Liaoning Branch of China Metallurgical Import and Export Company (中國冶金進出口遼寧公司).

Mr. Zhang obtained a bachelor's degree in engineering from Shenyang University of Technology in 1996. Mr. Zhang also received a master's degree of science, majoring in business and information technology, from University of Salford in 2001.

Currently, Mr. Zhang is the chairman of the board of directors and an executive director of Xinchen China Power Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 1148).

Save as stated herein, as at the Latest Practicable Date, Mr. Zhang (i) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) does not hold any other positions within the Group; and (iv) does not have any directorship or major appointment in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

<b>APPENDIX I                      BIOGRAPHIES OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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Mr. Zhang has signed a letter of appointment with the Company for his appointment as an executive Director for a term of three years commencing from 20th June, 2023 unless terminated by either party giving not less than one month's notice in writing, under which he is subject to the retirement by rotation requirements under the Bye-Laws and his appointment will forthwith terminate on his ceasing to be a Director for any reason pursuant to the Bye-Laws or other applicable laws (including a resolution is not passed for his re-election at the annual general meeting). As an executive Director and the executive vice president of supply chain of the Company, the emoluments of Mr. Zhang will be determined by the Board with reference to his qualification, industry experience, duties and responsibilities within the Group, the Group's remuneration policy and the prevailing market conditions and practice. Mr. Zhang was paid approximately RMB2,685,000 as his emoluments for the year ended 31st December, 2024. Save as disclosed herein, Mr. Zhang did not receive any other payments (whether fixed or discretionary in nature) from the Group during the year. The Director's remuneration of Mr. Zhang will be subject to annual review by the remuneration committee of the Board.

There is no information relating to Mr. Zhang which is discloseable under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders nor is there any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

<b>APPENDIX I                      BIOGRAPHIES OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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**Mr. Guo Hongbo**

Mr. Guo Hongbo, aged 56, has been an executive Director since 21st March, 2025. He has been the secretary of party committee and the chairman of the board of directors of Liaoning Provincial Transportation Investment Group Co., Ltd.\* (遼寧省交通建設投資集團有限責任公司), a substantial Shareholder, since August 2024. From December 2014 to December 2020, Mr. Guo was the secretary of party committee and chairman of the board of directors of Liaoning Energy Investment (Group) Co., Ltd.\* (遼寧能源投資(集團)有限責任公司). He was also the secretary of party committee and chairman of the board of directors of Liaoning Energy Industry Holding Group Co., Ltd.\* (遼寧省能源產業控股集團有限責任公司) from July 2019 to August 2024. In addition, he was the secretary of party committee and chairman of the board of directors of Liaoning Energy Industry Co., Ltd.\* (遼寧能源煤電產業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600758), from April 2020 to December 2024.

Mr. Guo graduated from Department of Management Engineering of Anshan Institute of Iron and Steel\* (鞍山鋼鐵學院) in the PRC in 1991 with a bachelor's degree in engineering and obtained a master's degree in management from Jilin University in the PRC in 2003. Mr. Guo is a professorate senior engineer (教授研究員級高級工程師).

Save as stated herein, as at the Latest Practicable Date, Mr. Guo (i) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) does not hold any other positions within the Group; and (iv) does not have any directorship or major appointment in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Guo has signed a letter of appointment with the Company for his appointment as an executive Director for a term of three years commencing from 21st March, 2025 unless terminated by either party giving not less than one month's notice in writing, under which he is subject to the retirement by rotation requirements under the Bye-Laws and his appointment will forthwith terminate on his ceasing to be a Director for any reason pursuant to the Bye-Laws or other applicable laws (including a resolution is not passed for his re-election at the annual general meeting). Mr. Guo will not receive any emolument as an executive Director. The Director's remuneration of Mr. Guo will be subject to annual review by the remuneration committee of the Board.

There is no information relating to Mr. Guo which is discloseable under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders nor is there any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

<b>APPENDIX I</b>	<b>BIOGRAPHIES OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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## **INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **Dr. Lam Kit Lan, Cynthia**

Dr. Lam Kit Lan, Cynthia, aged 57, has been an independent non-executive Director since 21st September, 2022. She is currently the Chairman and a director of Infinergy Hong Kong Ltd. From March 2003 to January 2020, Dr. Lam was the Asia Compliance Officer of Bloomberg L.P. (“**BLP**”). She also acted as an executive director and the Responsible Officer of BLP’s subsidiary, Bloomberg Tradebook Hong Kong Limited. From 1998 to 2003, she was employed by DBS TD Waterhouse Hong Kong Limited as its executive director and Chief Compliance Officer. Prior to 1998, she took on various regional compliance roles with international investment banks and gained regulatory experience having worked in the Enforcement Division of the Securities and Futures Commission and the Listing Division of the Stock Exchange.

Dr. Lam holds a Doctor of Business Administration degree from the Hong Kong Polytechnic University and was the recipient of her graduating year’s (2007) best thesis award on the topic of Corporate Governance. She received MBA and B. Sc. (Hons) degrees from the University of Toronto in 1993 and 1990, respectively, and received LLB (Hons) degree from the University of Wolverhampton in 1998. She is a fellow member of the Hong Kong Institute of Directors (“**HKIoD**”) and of the Hong Kong Securities and Investment Institute (“**HKSI**”). Dr. Lam completed the Executive Diploma in Corporate Governance and Sustainability Directorship jointly organised by the University of Cambridge Institute for Sustainability Leadership and the HKIoD in 2021. Dr. Lam also contributed her time to various public service appointments, including as a member of two Market Misconduct Tribunals in 2007 and 2011, a member to the Securities and Futures Appeals Tribunal between 2009 to 2011, a member of the Securities and Futures Appeals Tribunal between 2013 to 2015 and former Vice-Chair and Director of the Institute of Securities Dealers Limited. Dr. Lam also acted as former independent non-executive director for HKSI.

Save as stated herein, as at the Latest Practicable Date, Dr. Lam (i) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) does not hold any other positions within the Group; and (iv) does not have any directorship or major appointment in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

<b>APPENDIX I</b>	<b>BIOGRAPHIES OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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Dr. Lam has signed a letter of appointment with the Company for her appointment as an independent non-executive Director for a term of three years commencing from 21st September, 2022 unless terminated by either party giving not less than one month's notice in writing under which she is subject to the retirement by rotation requirements under the Bye-Laws and her appointment will forthwith terminate on her ceasing to be a Director for any reason pursuant to the Bye-Laws or other applicable laws (including a resolution is not passed for her re-election at the annual general meeting). As an independent non-executive Director, the emoluments of Dr. Lam will be determined by the Board with reference to the level of compensation awarded to independent non-executive directors by other companies listed on the Stock Exchange, the responsibilities assumed by Dr. Lam, complexity of the automobile industry and the business of the Group, and goodwill as well as reputational value brought to the Company by Dr. Lam. Dr. Lam was paid approximately RMB346,000 as her emoluments for the year ended 31st December, 2024. Save as disclosed herein, Dr. Lam did not receive any other payments (whether fixed or discretionary in nature) from the Group during the year. The Director's remuneration of Dr. Lam will be subject to annual review by the remuneration committee of the Board.

Dr. Lam has confirmed that she meets the independence guidelines set out in Rule 3.13 of the Listing Rules. There is no information relating to Dr. Lam which is discloseable under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders nor is there any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

## **APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you with regard to the Repurchase Mandate to be proposed at the Annual General Meeting.*

### **THE LISTING RULES**

The Listing Rules contain provisions regulating the repurchase by companies whose primary listings are on the Stock Exchange of their securities on the Stock Exchange. The following is a summary of certain provisions of the Listing Rules relating to repurchase of securities:

#### **Shareholders' Approval**

The Listing Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval of a particular transaction.

#### **Source of Funds**

Repurchases must be funded out of funds legally available for such purpose in accordance with the Company's memorandum of association and Bye-Laws and the Companies Act. A company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Any repurchase by the Company may be made out of the capital paid up on the purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

### **REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing any securities, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

### **FUNDING OF REPURCHASES**

Repurchases of Shares will be funded out of funds legally available for the purchase in accordance with the Company's memorandum of association and Bye-Laws and the applicable laws of Bermuda.

## APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

On the basis of the financial position of the Company as disclosed in the audited financial statements contained in the 2024 annual report of the Company, there might be an adverse effect on the working capital requirements or gearing levels of the Company in the event that the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The exercise in full of the Repurchase Mandate, on the basis of 5,045,269,388 Shares in issue as at the Latest Practicable Date (assuming that no Shares are issued or repurchased during the period from the Latest Practicable Date up to the date of the Annual General Meeting), would result in up to 504,526,938 Shares being repurchased by the Company during the period in which the Repurchase Mandate remains in force.

### GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their close associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the memorandum of association and Bye-Laws.

If as a result of a repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Shenyang Sanshi was interested in 1,512,875,802 Shares, representing approximately 29.99% of the issued share capital of the Company. Based on such shareholdings, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholdings of Shenyang Sanshi would increase to approximately 33.32% of the issued share capital of the Company. The Directors consider that such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors however have no present intention to exercise the Repurchase Mandate to such extent as would result in any mandatory offer. The Directors do not consider the aforementioned increase would reduce the issued share capital in public hands to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

No core connected person, including a director, chief executive or substantial shareholder of the Company or its subsidiaries or an associate of any of them has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

<b>APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE</b>
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## SHARE PRICES

The highest and lowest traded market prices for Shares recorded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Per Share	
	Highest	Lowest
	traded price	traded price
	<i>HK\$</i>	<i>HK\$</i>
<b>2024</b>		
April	6.63	4.98
May	6.80	6.10
June	8.95	6.10
July	4.49	3.61
August	4.35	3.11
September	3.39	2.46
October	3.10	2.51
November	3.02	2.51
December	3.97	2.87
<b>2025</b>		
January	3.90	3.38
February	4.43	3.66
March	3.16	2.53
April (up to Latest Practicable Date)	2.74	2.37

## SECURITIES PURCHASES MADE BY THE COMPANY

The Company has not purchased any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

# 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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting for the year ended 31st December, 2024 (“**AGM**”) 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, 20th June, 2025 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) To receive and consider the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31st December, 2024;
- (2) To re-elect directors of the Company (each as a separate resolution):
  - (A) To re-elect Mr. Zhang Wei as executive director;
  - (B) To re-elect Mr. Guo Hongbo as executive director;
  - (C) To re-elect Dr. Lam Kit Lan, Cynthia as independent non-executive director;  
and
  - (D) To authorise the board of directors to fix the remuneration of the directors;
- (3) To re-appoint Grant Thornton Hong Kong Limited as auditors and to authorise the board of directors to fix their remuneration; and

\* *For identification purposes only*

## NOTICE OF ANNUAL GENERAL MEETING

(4) As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements, and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants as stipulated in such share option scheme or similar arrangement of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from time to time, shall not exceed 20 percent of the number of shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company in the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangement as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or such stock exchange in any territory outside Hong Kong).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws and regulations of Bermuda, bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other Recognised Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 percent of the number of shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B), the number of shares of the Company which are to be purchased by the Company pursuant to the authority granted to the directors of the Company mentioned in resolution numbered 4(B) shall be added to the number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution numbered 4(A) above, provided that such amount shall not exceed 10 percent of the number of shares of the Company in issue as at the date of passing of this resolution.”

Yours faithfully

By Order of the Board

**Brilliance China Automotive Holdings Limited**

**Lam Yee Wah Eva**

*Company Secretary*

Hong Kong, 29th April, 2025

## NOTICE OF ANNUAL GENERAL MEETING

*Registered Office:*

Victoria Place  
5th Floor  
31 Victoria Street  
Hamilton HM10  
Bermuda

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

Unit 3303, 33rd Floor  
The Henderson  
2 Murray 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 authorised 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 Queens 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, 18th June, 2025 (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 Monday, 16th June, 2025 to Friday, 20th June, 2025, both days inclusive, during which period no transfer of shares will be registered. The record date for the meeting is Monday, 16th June, 2025. Only shareholders of the Company whose names appear on the register of members of the Company on Monday, 16th June, 2025 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 Queens Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m., Hong Kong time, on Friday, 13th June, 2025.