

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)

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

I/We¹ _____
of _____
being holder(s) of _____² shares 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, to be held at Victoria Room I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Monday, 12 February 2007 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 resolutions 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.

		For ⁴	Against ⁴
ORDINARY RESOLUTIONS			
1	To approve the proposed maximum annual monetary value of the relevant continuing connected transactions for the two financial years ending 31 December 2008		
2 a.	To ratify, confirm and approve the entering into of the framework agreements dated 15 December 2006 (the "Framework Agreements") in respect of the additional continuing connected transactions (the "Additional Continuing Connected Transactions") to be entered into between the Company and its subsidiaries and connected persons of the Company and to approve the entering into of the Additional Continuing Connected Transactions pursuant to the Framework Agreements		
b.	To approve the proposed maximum annual monetary value of the Additional Continuing Connected Transactions for the two financial years ending 31 December 2008		
c.	To authorise the directors of the Company to take such actions and to enter into such documents as are necessary to give effect to the Additional Continuing Connected Transactions		
3 a.	To ratify, confirm and approve the guarantee contract dated 15 December 2006 between Shenyang XingYuanDong Automobile Component Co., Ltd. and Shenyang Brilliance JinBei Automobile Co., Ltd. in relation to the provision of cross guarantee for banking facilities of the other party up to RMB1.5 billion for a period of one year from 1 January 2007 to 31 December 2007 and to authorise the directors of the Company to take such actions as are necessary to give effect to the cross guarantee		
b.	To ratify, confirm and approve the guarantee contract dated 15 December 2006 between Shenyang XingYuanDong Automobile Component Co., Ltd. and Shenyang JinBei Automotive Company Limited in relation to the provision of cross guarantee for banking facilities of the other party up to RMB500 million for a period of one year from 1 January 2007 to 31 December 2007 and to authorise the directors of the Company to take such actions as are necessary to give effect to the cross guarantee		
4	To approve the increase in the authorised share capital of the Company from US\$50,000,000 to US\$80,000,000 by the creation of an additional 3,000,000,000 shares of US\$0.01 each		
SPECIAL RESOLUTION			
5	Subject to the approval of Resolution numbered 4, to amend bye-law 6.(A) of the bye-laws of the Company to reflect the change in the authorised share capital of the Company		

Signature⁵ _____

Dated _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy 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).
- 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE BOX MARKED "AGAINST" THE RELEVANT 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.
- 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.
- 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 Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th 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.
- 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- 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.
- Pursuant to bye-law 70 of the Bye-Laws of the Company, a poll may be declared in relation to any resolution put to the vote of the meeting before or at the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll:
 - by the Chairman of the meeting; or
 - by at least three shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
 - by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
 - by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy having the right to attend and vote at the meeting, and in respect of whose shares, sums have been paid up in aggregate equal to not less than one-tenth of the total sum paid up on all the shares having that right.
- Ordinary resolutions numbered 1 to 3(b) will be put to shareholders to vote on poll. Ordinary resolution numbered 4 and the special resolution numbered 5 will be put to shareholders to vote by a show of hands.
- Each of the resolutions set out in resolutions numbered 2(a), 2(b), 2(c), 3(a) and 3(b) will be put to shareholders to vote by way of separate resolutions.

* for identification purposes only