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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)

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 Harbour View Ballroom I, Level 4, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Tuesday, 20 December 2011 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**

- (a) the entering into of the framework agreements dated 11 November 2011 (the “**JinBei Framework Agreements**”) (copies of which are marked “A” and produced to the meeting and signed by the Chairman for identification purposes) in respect of the continuing connected transactions to be entered into between the Company and its subsidiaries on the one part and 金杯汽車股份有限公司 (Shenyang JinBei Automotive Company Limited*) (“**JinBei**”) and its subsidiaries and associated companies (the “**JinBei Group**”) on the other part for the three financial years ending 31 December 2014 falling within paragraph II.A (purchases of materials and automotive components from the JinBei Group) 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 2 December 2011 (the “**Circular**”) (a copy of which is marked “B” 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 relevant continuing connected transactions falling within the said paragraph II.A pursuant to the JinBei Framework Agreements be and are hereby approved, confirmed and ratified; 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

abovementioned continuing connected transactions contemplated under the JinBei Framework Agreements; and

- (b) the proposed maximum annual monetary value of the continuing connected transactions contemplated under the JinBei Framework Agreements approved pursuant to paragraph (a) of this Resolution for each of the three financial years ending 31 December 2014 as set out in the paragraph headed “Proposed Caps” in the Letter from the Board contained in the Circular be and are hereby approved.”

2. “**THAT**

- (a) the entering into of the framework agreements dated 11 November 2011 (the “**Huachen Framework Agreements**”) (copies of which are marked “C” and produced to the meeting and signed by the Chairman for identification purposes) in respect of the continuing connected transactions to be entered into between the Company and 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*) (“**Huachen**”) and its subsidiaries and associated companies (the “**Huachen Group**”) on the other part for the three financial years ending 31 December 2014 falling within paragraphs II.C (sale of materials and automotive components to the Huachen Group) and II.D (purchases of materials and automotive components from the Huachen Group) as set out in the paragraph headed “The Continuing Connected Transactions” in the Letter from the Board contained in the Circular be and are hereby approved, confirmed and ratified and the entering into of the relevant continuing connected transactions falling within the said paragraphs II.C and II.D pursuant to the Huachen Framework Agreements be and are hereby approved, confirmed and ratified; 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 abovementioned continuing connected transactions contemplated under the Huachen Framework Agreements; and
- (b) the proposed maximum annual monetary value of the continuing connected transactions contemplated under the Huachen Framework Agreements approved pursuant to paragraph (a) of this Resolution for each of the three financial years ending 31 December 2014 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 entering into of the cross guarantee agreement dated 11 November 2011 between 瀋陽興遠東汽車零部件有限公司 (Shenyang XingYuanDong Automobile Component Co., Ltd.*) (“**Xing Yuan Dong**”) and Huachen in relation to the provision of cross guarantees by each of Xing Yuan Dong and Huachen (and its subsidiaries) for the banking facilities of the other party up to the amount of RMB1,500 million for a period of one financial year commencing from 1 January 2012 to 31 December 2012 (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 and to enter into such documents 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, 2 December 2011

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 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 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 numbered 1, 2 and 3 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. Wang Shiping and Mr. Tan Chengxu; 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*