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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 Chater Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 18th May, 2012 at 9:30 a.m. (or immediately after the closing of the annual general meeting to be held on the same date at 9:00 a.m.) for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as special resolutions of the Company:

### SPECIAL RESOLUTIONS

1. “**THAT** the bye-laws of the Company (the “**Bye-Laws**”) be amended in the following manner:-

- (a) Bye-law 70

By deleting the existing Bye-law 70 in its entirety and substituting therefor the following new Bye-law 70:-

“70. At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the chairman of the meeting may, in good faith and in compliance with the Listing Rules, allow such resolution to be voted on by a show of hands. Where a show of hands is allowed, before or at the declaration of the result of the show of hands, a poll may be demanded:-

- (i) by at least three shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or

\* *for identification purposes only*

- (ii) by any shareholder or shareholders present in person or by 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
- (iii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Where a resolution is voted on by a show of hands, unless a poll is demanded and the demand is not withdrawn a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”;

- (b) Bye-law 98.(H)(iii), (iv) and (v)

By deleting the existing Bye-law 98.(H)(iii) in its entirety and renumbering the existing Bye-law 98.(H)(iv) to Bye-law 98.(H)(iii) and renumbering the existing Bye-law 98.(H)(v) to Bye-law 98.(H)(iv);

- (c) Bye-law 129

By inserting the following sentences at the end of the existing Bye-law 129:-

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material. For the purpose of this Bye-law, a substantial shareholder means a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company”;

- (d) Bye-law 163

By inserting the following new Bye-law 163(C) immediately following the existing Bye-law 163(B):-

“(C) (1) Subject to the provisions of the Companies Act and notwithstanding anything in these Bye-Laws or in any agreement between the Company and the Auditors, the Company may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution was given, remove the Auditors before the expiration of their term of office and shall by a

majority of the votes cast at that meeting appoint another Auditors for the remaining term of the Auditors so removed provided that, not less than twenty one days before the date of the general meeting, notice in writing of the proposed resolutions is given to the incumbent Auditors and to the Auditors proposed to be appointed at such general meeting.

- (2) The Auditors who have resigned, been removed, or whose term of office has expired or is about to expire, or who have vacated office shall be entitled:-
- (a) to attend the general meeting of the company at which they are to be removed or their successor is to be appointed;
  - (b) to receive all notices of, and other communications relating to, that meeting which a shareholder is entitled to receive; and
  - (c) to be heard at that meeting on any part of the business of the meeting that relates to their duties as the Auditors or former Auditors by way of making written and/or verbal representations.”; and

(e) Bye-law 165

By deleting the existing Bye-law 165 in its entirety and substituting therefor the following new Bye-law 165:-

“165. A person other than the retiring Auditors shall not be capable of being appointed Auditors at an annual general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than twenty-one days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditors and shall give notice thereof to the shareholders not less than seven days before the annual general meeting provided that the above requirements may be waived by notice in writing by the retiring Auditors to the Secretary.”.

2. “**THAT** the Bye-Laws of the Company in the form of the document marked “X” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates the amendments referred in Resolution numbered 1 above and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings be approved and adopted as new Bye-Laws of the Company in substitution for and to the exclusion of the existing Bye-Laws of the Company with immediate effect.”

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

Hong Kong, 18th April, 2012

*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 Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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.
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 Hong Kong branch register of members of the Company will be closed from Wednesday, 16th May, 2012 to Friday, 18th May, 2012, both days inclusive, during which period no transfer of shares will be registered. Only shareholders of the Company whose names appear on the register of members of the Company on Friday, 18th May, 2012 or their proxies or duly authorised corporate representatives are entitled to attend the above meeting. In order to qualify for attending the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the office of the branch registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 15th May, 2012.

*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.*