

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Brilliance China Automotive Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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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)

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

A notice convening an annual general meeting of Brilliance China Automotive Holdings Limited to be held at Tian & Di Function Room, 7th Floor, The Landmark Mandarin Oriental, The Landmark, 15 Queen's Road Central, Central, Hong Kong on Friday, 16th June, 2017 at 9:00 a.m. is set out on pages 16 to 19 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 it 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 Queen's Road East, Hong Kong before 9:00 a.m., Hong Kong time, on Wednesday, 14th June, 2017, 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.

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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 the context otherwise requires, the following expressions shall have the following meanings:

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| “2008 Share Option Scheme” | the share option scheme of the Company adopted on 11th November, 2008 and came into effect on 14th November, 2008; |
| “Annual General Meeting” | the annual general meeting of the Company to be held at Tian & Di Function Room, 7th Floor, The Landmark Mandarin Oriental, The Landmark, 15 Queen’s Road Central, Central, Hong Kong on Friday, 16th June, 2017 at 9:00 a.m.; |
| “associated corporation” | has the meaning ascribed thereto in the SFO; |
| “associates” | has the meaning ascribed thereto in 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 thereto in the Listing Rules; |
| “Companies Act” | The Companies Act 1981 of Bermuda (as amended); |
| “Companies Ordinance” | Companies Ordinance (Chapter 622 of the Laws of Hong Kong); |
| “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; |
| “controlling shareholders” | has the meaning ascribed thereto in the Listing Rules; |
| “core connected person” | has the meaning ascribed thereto in the Listing Rules; |
| “Director(s)” | the director(s) of the Company; |
| “Group” | the Company and its subsidiaries; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | The Hong Kong Special Administrative Region of the People’s Republic of China; |

DEFINITIONS

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| “Huachen” | 華晨汽車集團控股有限公司 (Huachen Automotive Group Holdings Company Limited*), a company incorporated in the PRC on 16th September, 2002 and the controlling shareholder of the Company which is interested in approximately 42.36% of the issued share capital of the Company as at the Latest Practicable Date; |
| “Issue Mandate” | the general and unconditional mandate to be granted to the Directors at the Annual General Meeting to exercise all the power to allot, issue and otherwise deal with new Shares in the Company not exceeding 20% of the number of Shares in issue as at the date of passing of the resolution approving such mandate; |
| “JinBei” | 金杯汽車股份有限公司 (Shenyang JinBei Automotive Company Limited*), a company incorporated in the PRC on 14th May, 1984 whose shares are listed on the Shanghai Stock Exchange and holder of approximately 39.1% equity interest in Shenyang Automotive; |
| “Latest Practicable Date” | 24th April, 2017, the latest practicable date prior to the bulk printing of this circular for ascertaining certain information containing herein; |
| “Listing Rules” | Rules Governing the Listing of Securities on the Stock Exchange; |
| “PRC” | The People’s Republic of China which, for the sole purpose of this circular, excludes Hong Kong, The 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); |
| “Shanghai Shenhua” | 上海申華控股股份有限公司 (Shanghai Shenhua Holdings Co., Ltd.*), a company incorporated in the PRC on 1st July, 1986 whose shares are listed on the Shanghai Stock Exchange; |

DEFINITIONS

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| “Share(s)” | share(s) with a par value of US\$0.01 each in the capital of the Company; |
| “Shareholder(s)” | holder(s) of Shares; |
| “Shenyang Automotive” | 瀋陽華晨金杯汽車有限公司 (Shenyang Brilliance JinBei Automobile Co., Ltd. [*]), a sino-foreign equity joint venture established in the PRC on 19th July, 1991 and a subsidiary of the Company whose effective equity interests are owned as to 60.9% by the Company and as to 39.1% by JinBei. The principal activities of Shenyang Automotive are the manufacture, assembly and sale of minibuses and automotive components in the PRC; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “subsidiary” | has the meaning ascribed thereto under the Companies Ordinance; |
| “substantial shareholders” | has the meaning ascribed thereto in 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. Wu Xiao An

(also known as Mr. Ng Siu On) (*chairman*)

Mr. Qi Yumin (*chief executive officer*)

Mr. Qian Zuming (*chief financial officer*)

Mr. Zhang Wei

Independent non-executive Directors:

Mr. Xu Bingjin

Mr. Song Jian

Mr. Jiang Bo

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

28th April, 2017

To all Shareholders

Dear Sir/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 and to provide you with information on the following matters to be dealt with at the Annual General Meeting: (i) re-election of Directors and (ii) grant of the Repurchase Mandate and the Issue Mandate to the Directors.

* for identification purposes only

LETTER FROM THE BOARD

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 A.4.2 of Appendix 14 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) 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 next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), 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. Mr. Qian Zuming and Mr. Zhang Wei who were appointed by the Board after the annual general meeting in the year 2016 will hold office until the Annual General Meeting pursuant to bye-law 102(B). They will not be taken into account in determining the number of Directors who are to retire by rotation.

The remaining five Directors, Mr. Wu Xiao An, Mr. Qi Yumin, Mr. Xu Bingjin, Mr. Song Jian and Mr. Jiang Bo will be subject to the rotation requirement under bye-law 99 and code provision A.4.2 of Appendix 14 to the Listing Rules. Of these five Directors, Mr. Song Jian and Mr. Jiang Bo, being the longest in office since their last election, will retire at the Annual General Meeting. Each of Mr. Song Jian and Mr. Jiang Bo, being eligible, will offer himself for re-election and the Board has recommended them for re-election at the Annual General Meeting.

Brief biography, as at the Latest Practicable Date, of each of Mr. Qian Zuming, Mr. Zhang Wei, Mr. Song Jian and Mr. Jiang Bo 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). 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.

LETTER FROM THE BOARD

PROPOSED GRANT OF REPURCHASE MANDATE AND ISSUE MANDATE

At the annual general meeting of the Company held on 3rd June, 2016, 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 3rd June, 2016; and (ii) to allot, issue and otherwise deal with Shares not exceeding 20% of the number of Shares in issue as at 3rd June, 2016 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 conclusion of the Annual General Meeting.

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 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.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the Annual General Meeting to be held at Tian & Di Function Room, 7th Floor, The Landmark Mandarin Oriental, The Landmark, 15 Queen's Road Central, Central, Hong Kong on Friday, 16th June, 2017 at 9:00 a.m. is set out on pages 16 to 19 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).

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.

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 Queen's Road East, Hong Kong before 9:00 a.m., Hong Kong time, on Wednesday, 14th June, 2017, 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 re-election of Directors and 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,
For and on behalf of the Board of
Brilliance China Automotive Holdings Limited
Wu Xiao An
(also known as Ng Siu On)
Chairman

The following are the biographies of the Directors proposed to be re-elected at the Annual General Meeting:

Mr. Qian Zuming

Mr. Qian Zuming, aged 54, has been an executive Director of the Company since 12th September, 2016. Mr. Qian has been the chief financial officer of the Company since 1st July, 2008. He has around 34 years of experience in finance and accounting practice. Mr. Qian has been appointed as an assistant to the president of Huachen since December 2009. From 1982 to 1996, Mr. Qian was the deputy section head (副科長) of the finance section of 上海海運局 (Shanghai Maritime Bureau) of Ministry of Transport. From 1996 to 1998 and from 1998 to 2000, he was the finance manager of 上海泰利船務有限公司 (Shanghai Tai Li Shipping Co., Ltd.*) and 上海小松包裝機械有限公司 (Shanghai Xiao Song Packaging Machinery Co., Ltd*), respectively. From January 2006 to March 2007, Mr. Qian was the chief financial officer of 上海華盛集團有限公司 (Shanghai Hua Sheng Group Co., Ltd.*). Mr. Qian is a fellow of the Institute of Financial Accountants of the United Kingdom since October 2010. He is also an academic member of the Association of International Accountants since April 2013. Mr. Qian obtained a master's degree in finance from the Graduate School, The Chinese Academy of Social Sciences in 1998 and a master's degree in business administration from The Wisconsin International University (USA), Ukraine in 2001.

Mr. Qian is currently a director of Shenyang Automotive and Brilliance – BEA Auto Finance Co., Ltd, both of which are subsidiaries of the Company. Save as stated herein, Mr. Qian does not hold any position in any member of the Group.

Since August 2016, Mr. Qian has been appointed as a director of Shanghai Shenhua (stock code: 600653), a company listed on The Shanghai Stock Exchange. Save as stated herein, Mr. Qian does not hold any directorship in any listed public companies in the last three years.

Save as stated herein, Mr. Qian does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Qian was entitled to exercise share options to subscribe for 600,000 Shares at a subscription price of HK\$0.438 per Share for a period of 10 years commencing from 22nd December, 2008 to 21st December, 2018 under the 2008 Share Option Scheme. Save as stated herein, Mr. Qian was not interested or deemed to be interested in any Shares or underlying shares of the Company pursuant to Part XV of the SFO.

Mr. Qian has signed a letter of appointment with the Company for his appointment as an executive Director for a term of three years commencing from 12th September, 2016 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, the emoluments of Mr. Qian will be determined by the Board with reference to his qualifications, industry experience and responsibilities within the Group. Mr. Qian was paid approximately RMB1,960,000 as his emoluments for the year ended 31st December,

2016, including his emoluments as the chief financial officer of the Company prior to his appointment as an executive Director. Save as disclosed herein, Mr. Qian did not receive any other payments (whether fixed or discretionary in nature) from the Group during the year.

There is no information relating to Mr. Qian 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.

Mr. Zhang Wei

Mr. Zhang Wei, aged 43, has been an executive Director of the Company since 12th September, 2016. Mr. Zhang joined Huachen since 2003 and has since 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 has been the secretary of the board of directors of Huachen since March 2016. 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 中國冶金進出口遼寧公司 (Liaoning Branch of China Metallurgical Import and Export Company*). 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, with a major in business and information technology, from University of Salford in 2001.

Mr. Zhang is currently a director of 瀋陽金杯汽車工業控股有限公司 Shenyang JinBei Automotive Industry Holdings Co., Ltd., a subsidiary of the Company. Saved as stated herein, Mr. Zhang does not hold any position in any member of the Group.

Since August 2016, Mr. Zhang has been appointed as a director of Shanghai Shenhua (stock code: 600653), a company listed on The Shanghai Stock Exchange. Save as stated herein, Mr. Zhang does not hold any directorship in any listed public companies in the last three years.

Save as stated herein, Mr. Zhang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any Shares or underlying shares of the Company pursuant to Part XV of the SFO.

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 12th September, 2016 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, the emoluments of Mr. Zhang will be determined by the Board with reference to his qualifications, industry experience and responsibilities within the Group. Mr. Zhang did not receive any payments (whether fixed or discretionary in nature) from the Group for the year ended 31st December, 2016.

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.

Mr. Song Jian

Mr. Song Jian, aged 60, has been an independent non-executive Director of the Company since 17th September, 2004 and his further appointment as an independent non-executive Director of the Company was approved by the Shareholders at the annual general meeting held on 30th May, 2014. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Song is currently the vice director of the National Laboratory in Automotive Safety and Energy and an expert consultant to the Beijing Government. Mr. Song was formerly the dean of the Automotive Technology Institute at Tsinghua University and the deputy dean of the automotive engineering department at Tsinghua University. In 1998, Mr. Song received the Award for Outstanding Science and Technology Persons in the China Automotive Industry. In 2005, he was ranked first in the Class One China Automotive Industry and Technology Advancement Award. In 2006, Mr. Song was named jointly by The China Association of Automotive Industry, The China Society of Automotive Engineering and The China Automotive News as the best chief designer of the automobile industry in the PRC. In 2008, Mr. Song was awarded “The Outstanding People of the China Automotive Industry: Commemorating the 30th Anniversary of China’s Reform and Opening-up”. In 2009, Mr. Song won “China Academic Award for Creative Talents of Automotive Industry – First Prize” from the State Ministry of Education. Mr. Song holds a bachelor’s degree and a doctorate, both in engineering science, from Tsinghua University. He is currently a professor of the automotive engineering department at Tsinghua University.

As at the Latest Practicable Date, Mr. Song does not hold any position in any member of the Group.

Since May 2010, Mr. Song has been appointed as an independent non-executive director of Hybrid Kinetic Group Limited (stock code: 1188), a company listed on the main board of the Stock Exchange. Save as stated herein, Mr. Song does not hold any directorship in any listed public companies in the last three years.

Save as stated herein, Mr. Song does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Song was not interested or deemed to be interested in any Shares or underlying shares of the Company pursuant to Part XV of the SFO.

Mr. Song has signed a letter of appointment with the Company for his appointment as an independent non-executive Director for a term of three years commencing from 28th March, 2015 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 independent non-executive Director, the emoluments of Mr. Song 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 Mr. Song, complexity of the automobile industry and the business of the Group, and goodwill as well as reputational value brought to the Company by Mr. Song. Mr. Song was paid approximately RMB213,000 as his emoluments for the year ended 31st December, 2016. Save as disclosed herein, Mr. Song did not receive any other payments (whether fixed or discretionary in nature) from the Group during the year.

There is no information relating to Mr. Song 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.

Mr. Jiang Bo

Mr. Jiang Bo, aged 57, has been an independent non-executive Director of the Company since 27th September, 2004 and his further appointment as an independent non-executive Director of the Company was approved by the Shareholders at the annual general meeting held on 30th May, 2014. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Jiang is a certified public accountant and a certified public valuer in the PRC. Currently, Mr. Jiang is a managing partner of RuiHua Certified Public Accountants in the PRC. He was a director of Dandong Zhongpeng Accounting Firm from 1993 to 1999. Mr. Jiang has approximately 23 years of experience in auditing financial statements of companies listed on the PRC stock exchanges. Mr. Jiang has been a certified public valuer since 1998 and has been involved in asset appraisals of companies in preparation for listing in the PRC. He has participated in various listing projects of state-owned enterprises in the PRC and overseas and has gained experience in reviewing and analyzing the audited financial statements of companies listed in the PRC. Mr. Jiang has worked with one of the “Big-4” international accounting firms in the auditing of a state-owned enterprise. Mr. Jiang holds a bachelor of science degree in mathematics from Liaoning University and a diploma in accounting from Central Finance and Economics University.

As at the Latest Practicable Date, Mr. Jiang does not hold any position in any member of the Group.

Mr. Jiang was an independent non-executive director of China HealthCare Holdings Limited (stock code: 673), a company listed on the main board of the Stock Exchange, from July 2007 to June 2016. Save as stated herein, Mr. Jiang does not hold any directorship in any listed public companies in the last three years.

Save as stated herein, Mr. Jiang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Jiang was not interested or deemed to be interested in any Shares or underlying shares of the Company pursuant to Part XV of the SFO.

Mr. Jiang has signed a letter of appointment with the Company for his appointment as an independent non-executive Director for a term of three years commencing from 28th March, 2015 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 independent non-executive Director, the emoluments of Mr. Jiang 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 Mr. Jiang, complexity of the automobile industry and the business of the Group, and goodwill as well as reputational value brought to the Company by Mr. Jiang. Mr. Jiang was paid approximately RMB213,000 as his emoluments for the year ended 31st December, 2016. Save as disclosed herein, Mr. Jiang did not receive any other payments (whether fixed or discretionary in nature) from the Group during the year.

There is no information relating to Mr. Jiang 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.

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.

On the basis of the financial position of the Company as disclosed in the audited financial statements contained in the 2016 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 5,039,869,388 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 503,986,938 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 have undertaken to the Stock Exchange that, so far as the same may be applicable, they 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, Huachen was interested in 2,135,074,988 Shares, representing approximately 42.36% 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 Huachen would increase to approximately 47.07% 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/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.

| | |
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| APPENDIX II | EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE |
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SHARE PRICES

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

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2016 | | |
| April | 8.53 | 6.88 |
| May | 7.85 | 6.99 |
| June | 8.25 | 7.34 |
| July | 9.40 | 7.90 |
| August | 9.24 | 8.09 |
| September | 9.75 | 8.42 |
| October | 10.06 | 8.64 |
| November | 11.14 | 9.04 |
| December | 11.18 | 9.94 |
| 2017 | | |
| January | 11.72 | 10.48 |
| February | 12.78 | 10.42 |
| March | 14.12 | 12.12 |
| April (up to the Latest Practicable Date) | 13.64 | 11.64 |

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 date of this circular.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Brilliance China Automotive Holdings Limited (the “**Company**”) will be held at Tian & Di Function Room, 7th Floor, The Landmark Mandarin Oriental, The Landmark, 15 Queen’s Road Central, Central, Hong Kong on Friday, 16th June, 2017 at 9:00 a.m. for the following purposes:

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, 2016;
2. To re-elect directors of the Company (each as a separate resolution):
 - (A) To re-elect Mr. Qian Zuming as executive director;
 - (B) To re-elect Mr. Zhang Wei as executive director;
 - (C) To re-elect Mr. Song Jian as independent non-executive director;
 - (D) To re-elect Mr. Jiang Bo as independent non-executive director; and
 - (E) 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
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

* for identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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
- (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

NOTICE OF ANNUAL GENERAL MEETING

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;

(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

NOTICE OF ANNUAL GENERAL MEETING

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.”

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

Hong Kong, 28th April, 2017

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 Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong before 9:00 a.m., Hong Kong time, on Wednesday, 14th June, 2017, or not less than 48 hours before the time appointed for holding any adjournment of the meeting.
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 Tuesday, 13th June, 2017 to Friday, 16th June, 2017, both days inclusive, during which period no transfer of shares will be registered. The record date for the meeting is Tuesday, 13th June, 2017. Only shareholders of the Company whose names appear on the register of members of the Company on Tuesday, 13th June, 2017 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 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., Hong Kong time, on Monday, 12th June, 2017.