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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting 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, 26th June, 2020 at 11:00 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, 2019;
2. To re-elect directors of the Company (each as a separate resolution):
  - (A) To re-elect Mr. Song Jian as independent non-executive director;
  - (B) To re-elect Mr. Jiang Bo as independent non-executive director; and
  - (C) 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

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

(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;
- (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.”

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

Hong Kong, 28th April, 2020

*Registered office:*

Victoria Place  
5th Floor  
31 Victoria Street  
Hamilton HM 10  
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 11:00 a.m., Hong Kong time, on Wednesday, 24th June, 2020, 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 register of members of the Company will be closed from Monday, 22nd June, 2020 to Friday, 26th June, 2020, both days inclusive, during which period no transfer of shares will be registered. The record date for the meeting is Monday, 22nd June, 2020. Only shareholders of the Company whose names appear on the register of members of the Company on Monday, 22nd June, 2020 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 Friday, 19th June, 2020.
6. In view of the ongoing novel coronavirus (COVID-19) pandemic and to protect the attendees of the meeting from the risk of infection, the Company will implement the following precautionary measures at the meeting:
  - (a) Compulsory body temperature checks will be conducted for every shareholder, proxy, corporate representative and other attendee at the entrance of the meeting venue. Any person with a body temperature above the reference range suggested by the Department of Health of The Government of The Hong Kong Special Administrative Region of the People's Republic of China (the "**HKSAR Government**") from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue.
  - (b) Each attendee may be asked to complete and submit a health declaration form prior to entry into the meeting venue, providing his/her name and contact details, as well as certain health-related information. Anyone who is subject to quarantine or responds positively to any of those questions may be denied entry into the meeting venue.

- (c) Each attendee will be required to wear a surgical face mask prior to admission to the meeting venue and throughout the meeting, and to maintain a safe distance between seats, if necessary. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
- (d) No refreshments or drinks will be served, and there will be no corporate gifts.

Any person who does not comply with the aforementioned precautionary measures or is subject to any health quarantine prescribed by the HKSAR Government may be denied entry into the meeting venue, or be required to leave the meeting venue, at the absolute discretion of the Company to the extent as permitted by law.

- 7. In the interest of all stakeholders' health and safety, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person.
- 8. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the meeting arrangements when appropriate. Shareholders should check the website of the Company and/or that of The Stock Exchange of Hong Kong Limited for future announcements and updates on the meeting arrangements.

*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. Yan Bingzhe (Chief Executive Officer), Mr. Qian Zuming (Chief Financial Officer) and Mr. Zhang Wei; and three independent non-executive directors, Mr. Xu Bingjin, Mr. Song Jian and Mr. Jiang Bo.*