



DRAGON HILL HOLDINGS LIMITED

俊山集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 305)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) of Dragon Hill Holdings Limited (the “Company”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 July 2007 at 11:00 a.m. for the purposes of considering and, if thought fit, passing each of the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the JV Agreements (namely, the JV Capital Increase and Subscription Agreement, the JV Set-up Agreement and JV Articles of Association) (all as defined in the circular dated 25 June 2007 (the “Circular”)), copies of which have been produced to the SGM and marked “A1”, “A2” and “A3” respectively and initialed by the chairman of the SGM for the purpose of identification) and the terms thereof be and are hereby approved, confirmed and ratified;
- (b) the set up of the Joint Venture (as defined in the Circular) by the Company and 柳州五菱汽車有限責任公司 (Liuzhou Wuling Motors Company Limited) (a wholly state-owned limited enterprise established in the PRC) and the proposed investment by the Company in 柳州五菱汽車有限責任公司 (Liuzhou Wuling Motors Industrial Company Limited) (a state-owned limited company established in the PRC) pursuant to the JV Agreements be and is hereby approved;
- (c) all other transactions contemplated under the JV Agreements be and are hereby approved; and
- (d) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the JV Agreements and completion thereof.”

2. “THAT

- (a) the Continuing Connected Transactions Agreements (namely, the Tenancy Agreement, the Trademark Agreement and the Patent Agreement) (all as defined in the Circular), copies of which have been produced to the SGM and marked “B1”, “B2” and “B3” respectively and initialed by the chairman of the meeting for the purpose of identification) and the terms thereof be and are hereby approved, confirmed and ratified;
- (b) the annual caps (as stated in the Circular) for the transactions contemplated under the Continuing Connected Transactions Agreements for the three financial years ending 31 December 2009 as shown in the Circular be and are hereby approved;
- (c) all other transactions contemplated under the Continuing Connected Transactions Agreements be and are hereby approved; and

(d) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Continuing Connected Transactions Agreements.”

3. “**THAT,**

(a) conditional upon completion of the Proposed Transactions (as defined in the Circular) and subject to the approval of the Registrar of Companies in Bermuda, the name of the Company be changed from “Dragon Hill Holdings Limited” to “Dragon Hill Wuling Automobile Holdings Limited” (the “New English Name”) and a new Chinese name of “俊山五菱汽車集團有限公司” (the “New Chinese Name”), for identification purpose only, be adopted to replace the current Chinese name of “俊山集團有限公司”; and

(b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents and to do all such acts or things as he/they may in his/their absolute discretion, deem fit, to effect and implement the change of name of the Company.”

By order of the Board
Dragon Hill Holdings Limited
Lee Shing
Chairman

Hong Kong, 25 June 2007

As at the date of this circular, the Board comprises:

Executive Directors:

Mr. Lee Shing
Ms. Liu Yaling
Mr. Wang Shaohua
Mr. Pei Qingrong

Independent non-executive Directors:

Mr. Yu Xiumin
Mr. Zuo Duofu
Mr. Cheng Kin Wah, Thomas

Registered Office:

Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

Notes:

- (1) A member entitled to attend and vote at the SGM may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company. A form of proxy for use at the SGM is enclosed.
- (2) A form of proxy in respect of the SGM is enclosed. If you are not able to attend the SGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
- (3) In order to be valid, the form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the Company’s Hong Kong share registrar, Tengis Limited, at 26/F Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- (4) Where there are joint holders of a share of the Company, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

* *For identification purpose only*

*Please also refer to the published version of this announcement in **The Standard**.*