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Dragon Hill Wuling Automobile Holdings Limited **(俊山五菱汽車集團有限公司*)**

(Incorporated in Bermuda with limited liability) (Stock Code: 305)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of Dragon Hill Wuling Automobile Holdings Limited (“the Company”) will be held at Unit 505, 5/F., China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong on Thursday, 7 August 2008, at 11:00 a.m. for the following purposes:

To consider, and if thought fit, passing with or without modification the following resolutions as an **ORDINARY RESOLUTIONS:**

1. **“THAT**

- (1) the GL Trading Agreement (copy of which has been produced to this meeting marked “A” and signed by the Chairman hereof for the purpose of identification) and the transactions contemplated thereunder and the proposed annual caps of the GL Trading Transactions be and are hereby confirmed, ratified and approved; and
- (2) the Board be and is hereby authorized to take all such actions as it considers necessary or desirable to implement and give effect to the GL Trading Agreement and the transactions contemplated thereunder.

For the purposes of this resolution, the terms “GL Trading Agreement” and “GL Trading Transactions” shall have the same definition as defined in the circular to the shareholders of the Company dated 22 July 2008.”

2. **“THAT**

- (1) the Undertaking Agreement (copy of which has been produced to this meeting marked “B” and signed by the Chairman hereof for the purpose of identification) and the transactions contemplated thereunder (including the execution of the Guarantee Agreement and the provision of and the proposed annual caps for the Financial Assistance to Liuzhou Wuling) be and are hereby confirmed, ratified and approved; and

* *For identification purpose only*

- (2) the Board be and is hereby authorized to take all such actions as it considers necessary or desirable to implement and give effect to the Undertaking Agreement and the transactions contemplated thereunder.

For the purposes of this resolution, the terms “Undertaking Agreement”, “Guarantee Agreement” and “Financial Assistance to Liuzhou Wuling” shall have the same definitions as defined in the circular to the shareholders of the Company dated 22 July 2008.”

By Order of the Board

Lee Shing

Chairman

As at the date of this notice, the Board comprises Mr. Lee Shing (Chairman and Chief Executive Officer), Mr. He Shiji (Vice-Chairman), Mr. Sun Shaoli, Mr. Wei Hongwen, Ms. Liu Yaling, Mr. Pei Qingrong and Mr. Wang Shaohua as executive directors and Mr. Yu Xiumin, Mr. Zuo Duofu and Mr. Cheng Kin Wah, Thomas as independent non-executive directors.

Hong Kong, 22 July 2008

Notes:

1. Any member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote, on a poll, on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use in connection with the above meeting is enclosed and such form is also published on the website of the Stock Exchange (www.hkexnews.hk).
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of authority must be lodged with the Company’s Hong Kong branch share registrar, Tricor 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 above meeting (or at any adjournment thereof). Completion and return of the forms of proxy will not preclude a member from attending the meeting and voting in person if he so wishes. In this event that a member attends the meeting after having lodged his form of proxy, his form of proxy will be deemed to have been revoked.
4. Shareholders are advised to read the circular to the shareholders of the Company dated 22 July 2008 which contains information concerning the resolutions to be proposed in this notice.
5. The Resolutions to be proposed at the meeting shall be decided by way of poll.