



**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 35/F., Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong at 12:00 noon on Monday, 5 January 2009, for the following purposes:

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

### 1. “THAT

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 28 November 2008 entered into between the Company and Wuling (Hong Kong) Holdings Limited (“**Wuling HK Holdings**”) (a copy of the Subscription Agreement has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, new shares of the Company (the “**Shares**”) upon the exercise of the conversion rights attaching to the convertible notes (the “**Convertible Notes**”) to be issued by the Company in the aggregate principal amount of HK\$100,000,000 pursuant to the Subscription Agreement, the directors of the Company be and are hereby authorised to do all acts and execute all documents they consider necessary or desirable to give effect to the Subscription Agreement and the transactions contemplated thereunder, including but not limited to (i) the issue of the Convertible Notes pursuant to the Subscription Agreement; and (ii) the allotment and issue to the holder(s) of the Convertible Notes such appropriate number of new Shares upon the due exercise of the conversion rights attaching to the Convertible Notes at the then prevailing conversion price.”

By Order of the Board  
**Dragon Hill Wuling Automobile Holdings Limited**  
**Lee Shing**  
*Chairman*

*As at the date of this notice, the board of directors of the Company comprises Mr. Lee Shing (chairman and chief executive officer), Mr. He Shiji (vice-chairman), Mr. Sun Shaoli, Mr. Wei Hongwen, Ms. Liu Yaling, Mr. Wang Shaohua, Mr. Pei Qingrong and Mr. Zhou Sheji as executive directors and Mr. Yu Xiumin, Mr. Zuo Duofu, Mr. Cheng Kin Wah, Thomas and Mr. Ye Xiang as independent non-executive directors.*

Hong Kong, 16 December 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](http://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 16 December 2008 which contains information concerning the resolution to be proposed in this notice.
5. The Resolution to be proposed at the above meeting shall be decided by way of poll.

\* *For identification purpose only*