
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 you should take, you should consult your stockbroker, licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Dragon Hill Wuling Automobile Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO BYE-LAWS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Dragon Hill Wuling Automobile Holdings Limited to be held at Function Rooms I-II, Ground Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Wednesday, 3 June, 2009, 11:00 a.m. is set out on pages 19 - 25 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjourned meeting thereof if they so wish.

29 April, 2009

* For identification purposes only

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Function Rooms I-II, Ground Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Wednesday, 3 June 2009 at 11:00 a.m. or any adjournment thereof, to consider, if appropriate to approve the resolutions contained in the notice of the meeting which is set out on pages 19-25 of this circular
“Board”	the board of Directors from time to time
“Buyback Mandate”	as defined in the section headed “II. Buyback and Issue Mandates” of the Letter from the Board
“Bye-laws”	the bye-laws of the Company in force as at the Latest Practicable Date which were adopted on 30 October 1992 with subsequent amendments made on 26 June 1997, 10 June 2004, 23 May 2006 and 25 May 2007
“Company”	Dragon Hill Wuling Automobile Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Directors”	the directors of the Company from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	as defined in paragraph II of the Letter from the Board
“Latest Practicable Date”	24 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as amended from time to time
“Memorandum of Association”	The existing Memorandum of Association of the Company adopted on 30 October 1992 as amended, supplemented or modified, if any, from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers, as amended from time to time

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Lee Shing (*Chairman & Chief Executive Officer*)
Mr. He Shiji (*Vice-Chairman*)
Mr. Sun Shaoli
Mr. Wei Hongwen
Ms. Liu Yaling
Mr. Pei Qingrong
Mr. Wang Shaohua
Mr. Zhou Sheji

Independent non-executive Directors:

Mr. Yu Xiumin
Mr. Zuo Duofu
Mr. Ye Xiang

Registered office:

Canon's Court,
22 Victoria Street,
Hamilton HM12,
Bermuda

*Principal place of business
in Hong Kong:*

35th Floor,
Morrison Plaza,
9 Morrison Hill Road,
Wanchai, Hong Kong

29 April 2009

*To the Shareholders, and for information only, holder of options of the Company and
holders of convertible notes issued by the Company*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO BYE-LAWS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for the approval of (i) the granting of the Buyback Mandate and the Issue Mandate to the Directors; (ii) the re-election of Directors; (iii) the proposed amendments to the Bye-laws.

* For identification purposes only

LETTER FROM THE BOARD

II. BUYBACK AND ISSUE MANDATES

At the annual general meeting of the Company held on 23 May 2008, the Buyback Mandate was given to the Directors to repurchase securities of the Company and the Issue Mandate was given to the Directors to issue securities of the Company. Both of them will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting ordinary resolutions in relation to the following will be proposed:

- (i) to grant to the Directors a general mandate to exercise the powers of the Company to undertake repurchases of the Company's Shares up to a maximum of 10% of the total issued share capital of the Company on the date of passing of the relevant ordinary resolution (the "Buyback Mandate");
- (ii) to grant a general mandate to the Directors to issue Shares up to a maximum of 20% of the total issued share capital of the Company on the date of passing of the relevant ordinary resolution (the "Issuance Mandate"); and
- (iii) to extend the Issue Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions numbered 4 and 5 set out in the notice of the Annual General Meeting. The Directors wish to state that as at the Latest Practicable Date, they had no present intention of issuing any securities of the Company.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Buyback Mandate. An explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

III. RE-ELECTION OF THE RETIRING DIRECTORS

Messrs. Pei Qingrong, Wang Shaohua, Yu Xiumin and Zuo Duofu shall retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to Bye-law 99(B) of the Company.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

IV. AMENDMENTS TO THE COMPANY'S BYE-LAWS

In light of the recent amendments to the Listing Rules relating to, among other matters, the articles of association of listed issuers and requirements under the Code on Corporate Governance under the Listing Rules, the Directors proposed to amend the relevant clause of the Bye-laws relating to the following two areas for compliance with the amended provisions of the Listing Rules which became effective on 1 January 2009:

(i) Voting at general meetings

The Listing Rules have been amended to make voting by poll mandatory on all resolutions at general meetings of listed issuers.

(ii) Notice period for general meeting

A new code provision has been introduced in the Code on Corporate Governance Practices so that notice to shareholders should be sent in the case of annual general meetings at least 20 clear business days before the meeting and at least 10 clear business days in the case of all other general meetings.

Details of the proposed amendments are set out in resolution 7 in the notice of Annual General Meeting.

V. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 19 to 25 of this circular. At the Annual General Meeting, resolutions will be proposed to consider and, if thought fit, to approve, among other things, (a) the granting of the Buyback Mandate and the Issue Mandate; (b) the extension of the Issue Mandate to the Directors by the addition of the number of Shares repurchased pursuant to the Buyback Mandate; (c) the re-election of the retiring Directors; and (d) the proposed amendments to the Bye-laws.

Pursuant to the Rules 13.39(4) of the Listing Rules, all resolutions to be proposed at the Annual General Meeting must be taken by poll and the Company must announce the results of the poll in according to the requirements of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

VI. RECOMMENDATIONS

The Board considers that the proposed granting of the Buyback Mandate and the Issue Mandate and extension of the Issue Mandate to the Directors, the re-election of the retiring Directors and the proposed amendments to the Bye-laws are all in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

VII. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (explanatory statement on the Buyback Mandate), and Appendix II (details of the retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

VIII RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully
On behalf of the Board
Lee Shing
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information for your consideration of the proposed Buyback Mandate.

1. REASONS FOR SHARE BUYBACK

The Directors believe that the proposed granting of the Buyback Mandate is in the interests of the Company and its Shareholders.

Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase shares will be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company and thereby resulting in an increase in net assets and/or earnings per share of the Company. Although the Directors have no present intention of repurchasing any securities of the Company, they believe that the flexibility afforded by the Buyback Mandate would be beneficial to the Company and its Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 917,288,049 Shares of HK\$0.004 each. Subject to the passing of the ordinary resolution numbered 4 set out in the notice of the Annual General Meeting and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 91,728,804 Shares during the period in which the Buyback Mandate remains in force.

3. FUNDING OF REPURCHASES

In repurchasing Share under the Buyback Mandate, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules, the laws of Bermuda and other applicable laws.

Share shall not be repurchased for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. The Directors propose that repurchases of Shares under the Buyback Mandate in these circumstances would be financed from the Company's internal resources or existing banking facilities.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2008) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

4. MARKET PRICES OF SHARES

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

	Share Prices	
	(Per Share)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2008		
April	2.000	1.590
May	1.730	1.380
June	1.580	1.150
July	1.360	1.160
August	1.260	0.960
September	1.180	0.850
October	1.030	0.510
November	0.800	0.510
December	0.630	0.350
2009		
January	0.570	0.480
February	0.550	0.480
March	0.480	0.370
April (upto the Latest Practicable Date)	0.750	0.450

5. DISCLOSURE OF INTEREST

As at the Latest Practicable Date, the number of Shares held by persons having 5% or more interests were as follows:

Substantial Shareholders	Capacity	Number of Shares	Percentage of issued share capital
Mr. Lee Shing (notes 1 and 2)	Interested in controlled corporation	278,259,613	30.34%
Dragon Hill Development Limited (俊山發展有限公司) ("Dragon Hill") (notes 1 and 2)	Beneficial Owner	278,259,613	30.34%
五菱(香港)控股有限公司 (Wuling (Hong Kong) Holdings Limited) ("Wuling HK Holdings") (notes 2, 3, and 4)	Beneficial Owner	274,500,000 (note 4)	29.93%
五菱汽車(香港)有限公司 Wuling Motors (Hong Kong) Company Limited ("Wuling HK") (notes 2, 3 and 4)	Interested in controlled corporation	274,500,000 (note 4)	29.93%
柳州五菱汽車有限責任公司 (Liuzhou Wuling Motors Company Limited) ("Liuzhou Wuling") (notes 2, 3 and 4)	Interested in controlled corporation	274,500,000 (note 4)	29.93%

Notes:

- (1) The entire issued share capital of Dragon Hill is legally and beneficially owned by Mr. Lee Shing, a Director and the controlling Shareholder. Accordingly, this parcel of Shares has also been disclosed as long positions of Mr. Lee Shing under the above section.

- (2) Reference is made to the circular of the Company issued on 25 June 2007 (the “Circular”) and unless the context herewith otherwise requires, terms used in this note shall have the same meanings as in the Circular. A share charge has been created on 280,959,613 Shares held by Dragon Hill in favour of Liuzhou Wuling pursuant to the execution of the Share Charge Documents on 28 August 2007 in which Dragon Hill has agreed to guarantee and undertake to procure (i) the due performance of the Company under the JV Agreements, and (ii) the Company not to allot and issue any of the new shares of the Company without the prior written consent of Liuzhou Wuling during the Guarantee Period (i.e., the 36 month-period from the date of the Share Charge). According to the Share Sale Agreement, the Share Charge Documents should be executed simultaneously with the completion of the Share Sale Agreement and that if the Company fails to duly perform its obligations pursuant to any of the JV Agreements or if the Company issues any of the new shares in breach of its undertaking, Liuzhou Wuling (or its wholly-owned subsidiary(ies)) shall have the right to acquire the Charged Shares (i.e., the 280,959,613 Shares held by Dragon Hill, being all of the shares of the Company held by Dragon Hill upon completion of the Share Sale Agreement which are agreed to be charged to Liuzhou Wuling (or its wholly-owned subsidiary(ies)), by Dragon Hill under the Share Charge) from Dragon Hill at the price of HK\$0.29 per Charged Shares during the Guaranteed Period. Pursuant to a consent letter issued by Liuzhou Wuling, the number of Charged Shares has been reduced to 272,959,613 Shares with effect from 28 October 2008.
- (3) The entire issued share capital of Wuling HK Holdings is held by Wuling HK, whereas the entire issued share capital of Wuling HK is held by Liuzhou Wuling. Accordingly, Wuling HK and Liuzhou Wuling are deemed to be interested in the Shares in which Wuling HK Holdings is interested under the SFO.
- (4) Apart from 274,500,000 Shares beneficially owned by Wuling HK Holdings as at the Latest Practicable Date, Wuling HK Holdings, Wuling HK and Liuzhou Wuling were also interested in (i) 272,959,613 Shares held as security interest as stated in note 2 above; and (ii) 135,135,130 Shares issuable to Wuling HK Holdings upon exercise in full of the conversion rights attaching to a convertible notes issued by the Company to Wuling HK Holdings on 12 January 2009, details of which have been fully disclosed in the circular of the Company dated 16 December 2008.

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any associates of the Directors, have any present intention to sell any Shares to the Company in the event that the Buyback Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Buyback Mandate in accordance with the Bye-laws of the Company, the Listing Rules, the laws of Bermuda and other applicable laws.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the Buyback Mandate is approved by its Shareholders.

If as a result of a repurchases of securities of the Company, 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. As a result, a shareholder, or group of shareholders acting in concert, depending on the level of such increase, could increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that the substantial shareholders do not dispose of its Shares, if the Buyback Mandate were exercised in full, the percentage shareholdings of any persons having 5% or more interests in the Shares before and after such repurchase would be as follows:

Substantial Shareholders	Before Buyback Mandate	After Buyback Mandate
Mr. Lee Shing	30.34%	33.71%
Dragon Hill	30.34%	33.71%
Wuling HK Holdings	29.93%	33.25%
Wuling HK	29.93%	33.25%
Liuzhou Wuling	29.93%	33.25%

The Directors consider that such an increase would give rise to an obligation on the part of all of the above to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors consider that, in absence of any special circumstances, they have no intention to exercise the Buyback Mandate to such an extent.

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company nor any of its subsidiaries (whether on the Stock Exchange or otherwise) during the last six months immediately preceding the Latest Practicable Date.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Stated below are the details of the Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Bye-laws:

(1) MR. PEI QINGRONG, AGED 72, EXECUTIVE DIRECTOR (“MR. PEI”)

(a) positions held with the Company and other members of the Company’s group

Mr. Pei was appointed as an executive Director on 3 August 2006. Other than that, Mr. Pei does not hold any positions with other members of the Group.

(b) experience including (i) other directorships held in last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications

Mr. Pei is an engineer and has extensive experience in the automobile manufacturing industry in the PRC. Prior to his joining to the Group, Mr. Pei worked for a number of machinery and equipment manufacturers in the PRC as senior engineer for many years. Mr. Pei does not hold or did not hold any other directorships in last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

(c) length or proposed length of service with the Company

Mr. Pei is an executive Director since 3 August 2006. There is no service contract entered into between Mr. Pei and the Company. Mr. Pei is not appointed for a specific term and shall be eligible for re-election in accordance with the provision of the Bye-laws.

(d) relationships with any directors, senior management or substantial or controlling shareholders of the Company

Mr. Pei does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

(e) interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance

As at the Latest Practicable Date, Mr. Pei had options to subscribe for 350,000 Shares granted by the Company which may be exercised between 21 January 2008 to 31 December 2009 (both days inclusive) with an exercise price of HK\$2.318 per option. He is deemed to be interested in 350,000 Shares to be allotted and issued to him upon the exercise of the above options under the SFO. Other than disclosed above, Mr. Pei does not have any interests in the Shares within the meaning of Part XV of the SFO.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

- (f) **amount of the director’s emoluments and the basis of determining the director’s or supervisor’s emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract**

Mr. Pei, being executive Director, receives HK\$10,000 per month as fee, a bonus of not more than one month salary payable on discretion and a special allowance of HK\$6,000 for his service as executive Director, which is determined in accordance with Mr. Pei’s job duties and positions in the Company, and such salary level is subject to adjustments every year with reference to prevailing market condition. Payment of bonus is determined with reference to the Company’s business performance, profitability and market conditions. Other benefits include contribution to statutory pension plans and other fringe benefits according to the policy of the Company. The amount of remuneration has been approved by the Board and the Remuneration Committee.

- (g) **disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules**

There is no information which is discloseable nor is/was Mr. Pei involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

- (h) **other matters that need to be brought to the attention of the Shareholders of the Company**

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Pei as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2).

(2) MR. WANG SHAOHUA, AGED 72, EXECUTIVE DIRECTOR (“MR. WANG”)

- (a) **positions held with the Company and other members of the Company’s group**

Mr. Wang was appointed as an executive Director on 3 August 2006. Other than that, Mr. Wang does not hold any positions with other members of the Group.

- (b) **experience including (i) other directorships held in last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications**

Mr. Wang has extensive experience in the automobile manufacturing industry in the PRC. Mr. Wang does not hold or did not hold any other directorships in last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(c) Length or proposed length of service with the Company

Mr. Wang is an executive Director since 3 August 2006. There is no service contract entered into between Mr. Wang and the Company. Mr. Wang is not appointed for a specific term and shall be eligible for re-election in accordance with the provision of the Bye-laws.

(d) relationships with any directors, senior management or substantial or controlling shareholders of the Company

Mr. Wang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

(e) interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance

As at the Latest Practicable Date, Mr. Wang had options to subscribe for 350,000 Shares granted by the Company which may be exercised between 21 January 2008 to 31 December 2009 (both days inclusive) with an exercise price of HK\$2.318 per option. He is deemed to be interested in 350,000 Shares to be allotted and issued to him upon the exercise of the above options under the SFO. Other than disclosed above, Mr. Wang does not have any interests in the Shares within the meaning of Part XV of the SFO.

(f) amount of the director's emoluments and the basis of determining the director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract

Mr. Wang, being executive Director, receives HK\$10,000 per month as fee, a bonus of not more than one month salary payable on discretion and a special allowance of HK\$6,000 for his service as executive Director, which is determined in accordance with Mr. Wang's job duties and positions in the Company, and such salary level is subject to adjustments every year with reference to prevailing market condition. Payment of bonus is determined with reference to the Company's business performance, profitability and market conditions. Other benefits include contribution to statutory pension plans and other fringe benefits according to the policy of the Company. The amount of remuneration has been approved by the Board and the Remuneration Committee.

(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

There is no information which is discloseable nor is/was Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(h) other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Wang as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2).

(3) MR. YU XIUMIN, AGED 48, INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. YU”)

(a) positions held with the Company and other members of the Company’s group

Mr. Yu was appointed as an independent non-executive director, a member of the Remuneration Committee and the Audit Committee of the Company on 22 June 2006. Other than that, Mr. Yu does not hold any positions with other members of the Group.

(b) experience including (i) other directorships held in last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications

Mr. Yu holds a doctorate degree in engineering and has extensive experiences in the research and teaching aspects of automobile engineering. Mr. Yu does not hold or did not hold any other directorships in last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

(c) length or proposed length of service with the Company

Mr. Yu is an independent non-executive Director since 22 June 2006. The Company has entered into a service contract with Mr. Yu which provides for three years but he holds office until the Annual General Meeting and shall be eligible for re-election in accordance with the provision of the Bye-laws.

(d) relationships with any directors, senior management or substantial or controlling shareholders of the Company

Mr. Yu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(e) interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance

As at the Latest Practicable Date, Mr. Yu had options to subscribe for 180,000 Shares granted by the Company which may be exercised between 21 January 2008 to 31 December 2009 (both days inclusive) with an exercise price of HK\$2.318 per option. He is deemed to be interested in 180,000 Shares to be allotted and issued to him upon the exercise of the above options under the SFO. Other than disclosed above, Mr. Yu does not have any interests in the Shares within the meaning of Part XV of the SFO.

(f) amount of the director's emoluments and the basis of determining the director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract

Mr. Yu, being independent non-executive director and a member of the Remuneration Committee and the Audit Committee of the Company, receives HK\$10,000 per month as fee, a bonus of not more than once monthly salary payable on discretion. The amount of remuneration payable to Mr. Yu is determined in accordance with Mr. Yu's job duties and responsibilities in the Company as well as the Company's business performance, profitability and market conditions. The amount of remuneration has been approved by the Board and the Remuneration Committee.

(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

There is no information which is discloseable nor is/was Mr. Yu involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Yu as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2).

(4) MR. ZUO DUOFU, AGED 65, INDEPENDENT NON-EXECUTIVE DIRECTOR ("MR. ZUO")

(a) positions held with the Company and other members of the Company's group

Mr. Zuo was appointed as an independent non-executive director, a member of the Remuneration Committee and the Audit Committee of the Company on 22 June 2006. Other than that, Mr. Zuo does not hold any positions with other members of the Group.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
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- (b) experience including (i) other directorships held in last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications**

Mr. Zuo graduated from Department of Journalism of 暨南大學(Jinan University). Mr. Zuo has over 26 years of experience in the media industry in the PRC. He is currently a representative of 廣東作家代表大會協會 (Congress of Writers' Representatives in Guangdong) and a member of president group of 廣東作家協會 (Guangdong Writer Association). Mr. Zuo does not hold or did not hold any other directorships in last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

- (c) length or proposed length of service with the Company**

Mr. Zuo is an independent non-executive Director since 22 June 2006. The Company has entered into a service contract with Mr. Zuo which provides for three years but he holds office until the Annual General Meeting and shall be eligible for re-election in accordance with the provision of the Bye-laws.

- (d) relationships with any directors, senior management or substantial or controlling shareholders of the Company**

Mr. Zuo does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

- (e) interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance**

As at the Latest Practicable Date, Mr. Zuo had options to subscribe for 180,000 Shares granted by the Company which may be exercised between 21 January 2008 to 31 December 2009 (both days inclusive) with an exercise price of HK\$2.318 per option. He is deemed to be interested in 180,000 Shares to be allotted and issued to him upon the exercise of the above options under the SFO. Other than disclosed above, Mr. Zuo does not have any interests in the Shares within the meaning of Part XV of the SFO.

- (f) amount of the director's emoluments and the basis of determining the director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract**

Mr. Zuo, being independent non-executive director and a member of the Remuneration Committee and the Audit Committee of the Company, receives HK\$10,000 per month as fee, a bonus of not more than once monthly salary payable on discretion. The amount of remuneration payable to Mr. Zuo is determined in accordance with Mr. Zuo's job duties and responsibilities in the Company as well as the Company's business performance, profitability and market conditions. The amount of remuneration has been approved by the Board and the Remuneration Committee.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

There is no information which is discloseable nor is/was Mr. Zuo involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Zuo as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2).

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the Annual General Meeting of Dragon Hill Wuling Automobile Holdings Limited (“the Company”) will be held at Function Rooms I-II, Ground Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Wednesday, 3 June, 2009, at 11:00 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2008.
2. To re-elect Directors, to fix the maximum number of Directors and to authorize the Board of Directors to fix their remuneration.
3. To re-appoint auditors of the Company and to authorize the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its securities, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of securities of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) 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 to be held.”

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe Shares and to make or grant offers, agreements and options which would or might require Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe Shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to:
 - (i) a rights issue where Shares are offered to shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements 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 any stock exchange in any territory outside Hong Kong); or
 - (ii) any 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 any eligible grantee pursuant to the scheme of shares or rights to acquire Shares of the Company; or
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company,

the total nominal amount of additional Shares or securities of the Company to be issued, allotted or dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) 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 to be held.”
6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to issue, allot or dispose of additional shares or securities convertible into Shares, or options, warrants or similar rights to subscribe Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of securities in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such securities since the granting of such general mandate referred to in the above resolution no. 4, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

7. As special business, to consider and, if thought fit, pass the following resolution as Special Resolution:

“**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:

(a) **Bye-law 1**

- (i) by inserting the following new definition of “business day” immediately following the existing definition of “the Bye-laws” or “these presents” in the existing Bye-law 1:

““**business day**” mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning, such day shall for the purposes of these Bye-laws be counted as a business day;”

NOTICE OF ANNUAL GENERAL MEETING

- (ii) by inserting the following new definition of “notice” immediately following the existing definition of “month” in the existing Bye-law 1:

“**notice**” mean written notice unless otherwise specifically stated and as further defined in these Bye-laws;”

- (iii) by deleting the existing definition of “ordinary resolution” in the existing Bye-law 1 in its entirety and substituting therefor the following new definition of “ordinary resolution”:

“**ordinary resolution**” mean when it has been passed by a simple majority of votes cast by such members, as being entitled so to do, vote in person or, in the case of any member being a corporation, by its duly authorized representative or, where proxies are allowed, by proxy at a general meeting of which notice has been given in accordance with Bye-laws 58 and 59;”

- (iv) by deleting the existing definition of “special resolution” in the existing Bye-law 1 in its entirety and substituting therefor the following new definition of “special resolution”:

“**special resolution**” mean when it has been passed by a majority of not less than three-fourths of votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorized representative or, where proxies are allowed, by proxy at a general meeting of which notice has been given in accordance with Bye-laws 58 and 59 specifying (without prejudice to the power contained in these Bye-laws to amend the same) the intention to propose the resolution as a special resolution. Provided that if permitted by the Designed Stock Exchange, except in the case of an annual general meeting, if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which notice has been given for shorter than the period required under Bye-laws 58 and 59;”

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(b) **Bye-law 58**

By deleting the existing Bye-law 58 in its entirety and substituting therefor the following new Bye-law 58:

“58. An annual general meeting shall be called by notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designed Stock Exchange. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business.”

(c) **Bye-law 69**

By deleting the existing Bye-law 69 in its entirety and substituting therefor the following new Bye-law 69:

“69. A resolution put to the vote of a general meeting shall be decided by way of a poll.”

(d) **Bye-law 70**

By deleting the existing Bye-law 70 in its entirety and substituting therefor the following new Bye-law 70:

“70. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designed Stock Exchange.”

(e) **Bye-law 71**

By deleting the existing Bye-law 71 in its entirety and substituting therefor the following new Bye-law 71:

“71. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the Bye-laws or by the Statutes. In the event of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.”

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(f) **Bye-law 72**

By deleting the existing Bye-law 72 in its entirety and substituting therefor the following:

“72. intentionally deleted.”

(g) **Bye-law 73**

By deleting the existing Bye-law 73 in its entirety and substituting therefor the following:

“73. intentionally deleted.”

(h) **Bye-law 74**

By deleting the wordings “on a show of hands every member present in person or by a count of votes received as electronic record (or, in case of a member being a corporation, by its duly authorised representative) shall have one vote, and” after the words “at any general meeting” in the first sentence of the existing Bye-law 74.

(i) **Bye-law 77**

By deleting the wordings “, whether on a show of hands or on poll,” after the words “in lunacy may vote” and by deleting the wordings “on a poll” after the words “other person may” in the existing Bye-law 77.

(j) **Bye-law 79**

By deleting the wordings “, including subject to Bye-law 74, the right to vote individually on a show of hands” after the words “represent as such member could exercise” in the last sentence of the existing Bye-law 79.

(k) **Bye-law 82**

By deleting the wordings “and on a poll demanded at a meeting or adjourned meeting” after the words “it was originally intended” in the existing Bye-law 82.

(l) **Bye-law 83**

By deleting the wordings “to demand or join in demanding a poll and” after the words “at a general meeting shall be deemed to confer authority” in the paragraph of the existing Bye-law 83.

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(m) **Bye-law 86A**

By deleting the wordings “including the right to vote individually on a show of hands” after the words “as if it were an individual member” in the existing Bye-law 86A.”

By Order of the Board
Lee Shing
Chairman

As at the date of this circular, 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. Wang Shaohua, Mr. Pei Qingrong and Mr. Zhou Sheji as executive directors and Mr. Yu Xiumin, Mr. Zuo Duofu and Mr. Ye Xiang as independent non-executive directors.

Notes:

1. Any member entitled to attend and vote at the Meeting 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 Annual General 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 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 Meeting or any adjourned Meeting (as the case may be).