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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 ANNUAL GENERAL MEETING

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
- (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

- (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;”

- (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;”

(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.”

(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.

(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

Hong Kong, 29 April 2009

As at the date of this announcement, 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).

* *For identification purpose only*