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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 35/F, Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 18 December 2009, for the following purposes:

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

“**THAT**

1. the Renewed Tenancy Agreement (copy of which has been produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder and the proposed annual caps of the Renewed Tenancy Agreement be and are hereby approved, confirmed and ratified.
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 Renewed Tenancy Agreement and the transactions contemplated thereunder.

For the purposes of this resolution, the term “Renewed Tenancy Agreement” shall have the same definition as defined in the circular to the shareholders of the Company dated 30 November 2009.”

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

Hong Kong, 30 November 2009

*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, Mr. Wang Shaohua, 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 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 30 November 2009 which contains information concerning the resolution to be proposed in this notice.
5. The Resolution to be proposed at the meeting shall be decided by way of poll.

\* *For identification purpose only*