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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 2805-06, 28th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong at 12:00 noon on Thursday, 10 March 2011, for the following purposes:

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

“**THAT**

1. (a) the Revised GL Trading 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 respective transactions contemplated thereunder and the proposed annual caps of the Revised GL Trading Agreement be and are hereby approved, confirmed and ratified; and

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

(b) the Board be and is hereby authorised to take all such actions as it considers necessary or desirable to implement and give effect to the Revised GB Trading Agreement and the respective transactions contemplated thereunder.

For the purposes of these resolutions, the term “Revised GL Trading Agreement” and the “Revised GB Trading Agreement” shall have the same meanings as defined in the circular to the shareholders of the Company dated 21 February 2011.”

By Order of the Board
Dragon Hill Wuling Automobile Holdings Limited
Sun Shaoli
Chairman

As at the date of this announcement, the Board comprises Mr. Sun Shaoli (Chairman), Mr. Lee Shing (Vice-chairman and Chief Executive Officer), Mr. Wei Hongwen, Mr. Zhong Xianhua, Ms. Liu Yaling and Mr. Zhou Sheji as executive Directors and Mr. Yu Xiumin, Mr. Zuo Duofu and Mr. Ye Xiang as independent non-executive Directors.

Hong Kong, 21 February 2011

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 21 February 2011 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*