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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 a special general meeting (the “SGM”) of Dragon Hill Wuling Automobile Holdings Limited (俊山五菱汽車集團有限公司*) (the “Company”) will be held at the Ballroom, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 4:30 pm on Friday, 27 May 2011 (or immediately after the conclusion of the annual general meeting of the Company which is scheduled to be held on the same day at 3:30 pm), for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the capital increase agreement dated 21 April 2011 (the “**WI Capital Increase Agreement**”), entered into among the Company, 柳州五菱汽車有限責任公司 (Liuzhou Wuling Motors Company Limited*) (“**Liuzhou Wuling**”) and 柳州五菱汽車工業有限公司 (Liuzhou Wuling Motors Industrial Company Limited*) (“**Wuling Industrial**”) (a copy of which is produced to the SGM marked “A” and initialed by the chairman of the meeting for the purpose of identification) in relation to the proposed increase in the registered and paid up capital of Wuling Industrial by a total amount of RMB193,000,000 (equivalent to approximately HK\$230,056,000) from RMB767,000,000 (equivalent to approximately HK\$914,264,000) to RMB960,000,000 (equivalent to approximately HK\$1,144,320,000) to be contributed by the Company and Liuzhou Wuling based on their respective equity interests in Wuling Industrial (“**WI Capital Increase**”), together with the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

* For identification purpose only

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents and to take such steps as he/she may consider necessary, desirable or expedient to give effect to or in connection with the WI Capital Increase Agreement or any of the transactions contemplated under the WI Capital Increase Agreement and all other matters incidental thereto.”

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

Hong Kong, 11 May 2011

Registered office:
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Bermuda

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business in Hong Kong:*
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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.

Notes:

1. Any member entitled to attend and vote at the SGM (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and, in the event of poll, vote instead of him. A proxy need not be a member of the Company.
2. 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 or authority must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM (or at any adjournment thereof). Completion and return of the forms of proxy will not preclude a member from attending the SGM and voting in person if he so wishes. In this event that a member attends the SGM after having lodged his form of proxy, his form of proxy will be deemed to have been revoked.

3. In the case of joint holders of Shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. Shareholders are advised to read the circular to the shareholders of the Company dated 11 May 2011 which contains information concerning the resolution to be proposed in this notice.
5. The ordinary resolution to be proposed at the SGM shall be decided by way of poll.