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## **MUDAN AUTOMOBILE SHARES COMPANY LIMITED\***

### **牡丹汽車股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 8188)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“**EGM**”) (or any adjournment thereof) of Mudan Automobile Shares Company Limited (“**Company**”) will be held at 11:30 a.m. on Thursday, 29 April 2010 at Sheraton Shunde Hotel of 11 Desheng Zhong Road, Dailiang, Shunde District, Foshan, Guangdong Province, the People's Republic of China for the following purposes:

To consider and, if thought fit, pass each of the following resolutions as an ordinary resolution:

#### **ORDINARY RESOLUTIONS**

1. To approve the appointment of Mr. PAN Jin Rong as a director of the Company,
2. To approve the appointment of Mr. LIANG Bo Qi as a director of the Company.
3. To approve the appointment of Mr. WU Bing Jian as a director of the Company.

#### **SPECIAL RESOLUTION**

To consider and, if thought fit, pass the following resolution as a special resolution:

4. To add “sales of vehicles (excluding sedan)” behind “sales” in the second paragraph of article 14 of the articles of association of the Company.

By Order of the Board  
**Mudan Automobile Shares Company Limited\***  
**LI Zi Hao**  
*Chairman*

Shunde, Foshan City, Guangdong Province, the PRC

12 March 2010

*Notes:*

1. The register of the members of the Company will be closed from Monday, 29 March 2010 to Thursday, 29 April 2010 (both days inclusive). No transfer of shares will be registered during this period. Holders of domestic shares and H shares whose names appear on the register of the Company as at 4:00 p.m. Monday, 29 March 2010 are entitled to attend and vote at the EGM mentioned above and may appoint one or more proxies in writing to attend and vote on their behalf in accordance with the Articles of Association of the Company. Shareholders may appoint one or more proxies to attend the EGM and vote on their behalf. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form, under which it is signed, must be deposited by hand or post, for holders of H shares of the Company at the Company's branch share registrar and transfer office, Hong Kong Registrars Limited ("**Company's Share Registrar**") at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares, to the Company not less than 24 hours before the time specified for holding the EGM (or any adjourned meeting thereof). If the proxy form is signed by a person under a power of attorney or other authority, a notarised power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
3. Shareholders or their proxies shall produce their identity documents when attending the EGM.
4. Shareholders who intend to attend the EGM should complete and return the enclosed reply slip and return it by hand or post to the Company's Share Registrar (for holders of H shares) or to the registered address of the Company (for holders of domestic shares) before 4:00 p.m. on Friday, 9 April 2010.
5. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
6. The registered address of the Company and the details of the secretarial office of the Board are as follows:  
  
No. 30 Lehong Road  
Le Yu Town  
Zhangjiagang City  
Jiangsu Province  
The PRC  
Tel: (512) 5860 5003  
Fax: (512) 5896 9632  
Post Code: 215621
7. As required under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of a poll.

*As at the date hereof, the Board comprises five (5) directors, of which two (2) are executive directors, namely Mr. LI Zi Hao (Chairman of the Board) and Ms. PAN Li Chan; one (1) is non-executive director, namely Mr. CHAN Man and two (2) are independent non-executive directors, namely Mr. HUANG Chengye, Mr. WANG Ruihua.*

*This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this notice is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this notice misleading; and (3) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This notice will remain on the website of the Growth Enterprise Market at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and will be published on the website of the Company (<http://www.mudanauto.com>).*