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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 No. 408 to 409, 2nd Floor, Block 3, Zone B, Da Liang International Business Mall, Shunde, Foshan City, Guangdong Province, the PRC on 26 May 2010 at 1:30 p.m. to consider and, if thought fit, passing the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

- 1) **“THAT** the transactions contemplated under the Vehicle Purchase Framework Agreement I dated 10 February 2010 and entered into between the Company and 成都新大地汽車有限責任公司 (Chengdu New Dadi Motor Company Limited), a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “A”, and the proposed annual caps relating to such transactions as specified in the circular of the Company dated 9 April 2010, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “B”, be and are hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the aforesaid transactions.”
- 2) **“THAT** the transactions contemplated under the Vehicle Purchase Framework Agreement II dated 10 February 2010 and entered into between the 成都新大地汽車有限責任公司 (Chengdu New Dadi Motor Company Limited), a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “C”, and the proposed annual caps relating to such transactions as specified in the circular of the Company dated 9 April 2010, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “B”, be and are hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the aforesaid transactions.”

- 3) “**THAT** the transactions contemplated under the Vehicle Parts Purchase Framework Agreement dated 10 February 2010 and entered into between the Company and 成都新大地汽車有限責任公司 (Chengdu New Dadi Motor Company Limited), a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “D”, and the proposed annual caps relating to such transactions as specified in the circular of the Company dated 9 April 2010, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “B”, be and are hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the aforesaid transactions.”
- 4) “**THAT** the transactions contemplated under the Sale Framework Agreement dated 10 February 2010 and entered into between the Company and 佛山市順德日新發展有限公司 (Foshan City Shunde Rixin Development Company Limited\*), a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “E”, and the proposed annual caps relating to such transactions as specified in the circular of the Company dated 9 April 2010, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “B”, be and are hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the aforesaid transactions.”

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

Shunde, Foshan City, Guangdong Province, the PRC

9 April 2010

*Notes:*

1. The register of the members of the Company will be closed from Monday, 26 April 2010 to Wednesday, 26 May 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, 26 April 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 needs 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 Wednesday, 5 May 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 of this announcement, 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 and Mr. WANG Ruihua.*

*This notice, for which the Directors 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, 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.*

*The 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>).*

\* For identification purpose only.