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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2010 annual general meeting (“**AGM**”) (or any adjournment thereof) of Mudan Automobile Shares Company Limited\* (“**Company**”) will be held at No. 408 to 409, 2<sup>nd</sup> Floor, Block 3, Zone B, Da Liang International Business Mall, Shunde, Foshan City, Guangdong Province, the People's Republic of China (“**PRC**”) on Thursday, 23 June 2011 at 11:30 a.m. for the following purposes:

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

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2010;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2010;
3. To consider and approve the report of the auditors and the audited financial statements of the Company for the year ended 31 December 2010;
4. To consider and approve the appropriation to statutory public welfare fund and other reserve for the year ended 31 December 2010;
5. To consider and approve the proposal of re-appointment of Messr Lo and Kwong C.P.A. Company Limited as the Company's international auditors to hold such office until the conclusion of the next annual general meeting and to authorise the board of directors of the Company to fix their remuneration; and
6. To authorise the board of directors of the Company to fix the remunerations for the directors and supervisors of the Company.

On behalf of the Board  
**Mudan Automobile Shares Company Limited\***  
**LI Zi Hao**  
*Chairman*

Shunde, Foshan City, Guangdong Province, the PRC  
3 May 2011

*Notes:*

1. The register of the members of the Company will be closed from Sunday, 22 May 2011 to Thursday, 23 June 2011 (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 at 4:00 p.m. Saturday, 21 May 2011 are entitled to attend and vote at the AGM 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 AGM 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 AGM (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 AGM.
4. Shareholders who intend to attend the AGM 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 Thursday, 2 June 2011.
5. The AGM is expected to take half a day. Shareholders attending the Meeting 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 six (6) 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. PAN Jin Rong and three (3) are independent non-executive Directors, namely Mr. HUANG Chengye, Mr. LIANG Bo Qi and Mr. Wu Bing Jian.*

*This announcement, 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*The announcement 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*