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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)**

**POLL RESULT OF THE EXTRAORDINARY GENERAL  
MEETING HELD ON 17 AUGUST 2011  
AND  
CHANGE OF DIRECTOR**

**POLL RESULT OF EGM**

The Resolution as set out in the Notice of EGM was duly passed by the Shareholders by way of poll at the EGM held at 11:30 a.m. on 17 August 2011.

**CHANGE OF DIRECTOR**

At the EGM, Mr. CHEN Jinxin was elected and appointed as an executive Director and after the conclusion of the EGM, the resignation of Ms. PAN Li Chan as an executive Director has taken effect.

**POLL RESULT OF EGM**

Reference is made to the notice (“**Notice of EGM**”) of extraordinary general meeting (“**EGM**”) of Mudan Automobile Shares Company Limited (“**Company**”) dated 27 June 2011.

The board of directors (“**Directors**”) of the Company (“**Board**”) is pleased to announce that the resolution (“**Resolution**”) as set out in the Notice of EGM was duly passed by the shareholders of the Company (“**Shareholders**”) by way of poll at the EGM held at 11:30 a.m. on 17 August 2011. The Company’s Registrar in Hong Kong, Hong Kong Registrars Ltd., was appointed as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of EGM, the total number of issued shares in the Company was 284,800,000 shares, which was the total number of shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM. No Shareholder was required to abstain from voting on any of the Resolutions at the EGM. A total of 206,330,824 Shares was held by the Shareholders who attended and voted for or against the Resolution at the EGM. No Shareholder was entitled to attend and vote only against any of the Resolution at the EGM.

The poll result in respect of the Resolution was as follows:

Resolution	Number of Votes (%)	
	For	Against
<b><u>Ordinary resolution</u></b>		
To approve the appointment of Mr. CHEN Jianxin as a Director	206,330,824 (100%)	Nil (0%)

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company at the EGM.

## CHANGE OF DIRECTORS

### Appointment of Director

The Board further announced that at the EGM, Mr. CHEN Jianxin was elected and appointed as an executive Director; and his biographical details are as follows:-

Mr. CHEN Jianxin (“**Mr. Chen**”)

Mr. Chen, aged 47, graduated from Soochow University (蘇州大學) in Faculty of Finance (corporate finance) in 1983 and completed a course by correspondence in management in economics from Party School of the Central Committee of C.P.C. (中共中央黨校) in 2000. He has over 27 years of working experience and is currently a deputy director (副董事長) and general manager of 張家港市金茂投資發展有限公司 (unofficial English translation being Zhangjiagang City Jin Miao Investment & Development Co., Ltd) and the chairman of 張家港市金港投資擔保有限公司 (unofficial translation being Zhangjiagang City Jin Gang Investment & Guarantee Co., Ltd).

### *General disclosures*

The remuneration package of Mr. Chen will be determined after his appointments have been approved by the Shareholders at the EGM. The Company will make further announcement in this regard. The Company will take into account the duties and responsibilities, the remuneration benchmark in the industry and the prevailing market conditions to determine the remuneration package of Mr. Chen.

Save as disclosed above,

- (i) Mr. Chen does not hold any directorships in other listed company in the last three years nor have any other major appointments and qualifications nor hold any other position with the Company or other members of the Company’s group;
- (ii) Mr. Chen does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders;
- (iii) Mr Chen does not have any interests in the Shares within the meaning of Part XV of the SFO; and

- (iv) there is no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders in relation to his appointment as Director and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

### **Resignation of Director**

The Board further announces that, after the conclusion of the EGM, the resignation of Ms. PAN Li Chan as an executive Director has taken effect.

Ms. PAN Li Chan has confirmed that she had no disagreements with the Board and there are no matters necessary to be brought to the attention of the Shareholders regarding her resignation as a Director.

The Board would like to extend its gratitude to Ms. PAN Li Chan for her valuable contribution and services to the Company during her tenure of office.

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

Shunde, Foshan City, Guangdong Province, the PRC  
17 August 2011

*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 Mr. CHEN Jianxin; 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 of the issuer 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 issuer. 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*