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If you have sold or transferred all your securities in Brilliance China Automotive Holdings Limited, you should at once hand this circular to the purchaser, transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Brilliance Auto

華 晨 汽 車

BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LIMITED

(華 晨 中 國 汽 車 控 股 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 1114)

**(1) NOTICES OF 2021 AND 2022 ANNUAL GENERAL MEETING;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES**

Notices convening the 2021 Annual General Meeting and the 2022 Annual General Meeting of Brilliance China Automotive Holdings Limited to be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 11th November, 2022 at 9:00 a.m. and 9:15 a.m. (or immediately after the conclusion of the 2021 Annual General Meeting) respectively are set out on pages 21 to 27 of this circular.

Whether or not you are able to attend the 2021 Annual General Meetings and the 2022 Annual General Meeting, you are requested to complete the accompanying forms of proxy in accordance with the instructions printed thereon and return them to the office of the branch registrar of Brilliance China Automotive Holdings Limited in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong before 9:00 a.m. and 9:15 a.m., respectively, Hong Kong time, on Wednesday, 9th November, 2022, or not less than 48 hours before the time appointed for holding any adjournment of the meetings. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the annual general meetings or any adjourned meetings thereof if you so wish and in such event, the forms of proxy will be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETINGS

To safeguard the health and safety of Shareholders and to prevent the spread of the novel coronavirus (COVID-19), the Company will implement the following precautionary measures at the annual general meetings:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no provision of refreshments or drinks and no distribution of gifts

Any person who does not comply with the aforementioned precautionary measures or is subject to any health quarantine prescribed by the HKSAR Government may be denied entry into the meeting venue, at the absolute discretion of the Company to the extent as permitted by law. For the health and safety of Shareholders, the Company would like to remind Shareholders that they may appoint the chairman of the meetings as their proxy to vote on the relevant resolutions by returning the forms of proxy by the time specified above, instead of attending the meetings in person. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the annual general meeting arrangements when appropriate. Shareholders should check the Company's website and/or the Stock Exchange's website for future announcements and updates on the annual general meeting arrangements.

23rd September, 2022

* For identification purposes only

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 circular 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 circular misleading.

DEFINITIONS

In this circular, unless otherwise defined, terms used herein shall have the following meaning:

“2021 Annual General Meeting”	the annual general meeting of the Company for the year ended 31st December, 2020 to be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 11th November, 2022 at 9:00 a.m. or any adjournment thereof;
“2022 Annual General Meeting”	the annual general meeting of the Company for the year ended 31st December, 2021 to be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 11th November, 2022 at 9:15 a.m. (or immediately after the conclusion of the 2021 Annual General Meeting) or any adjournment thereof;
“Annual General Meetings”	the 2021 Annual General Meeting and the 2022 Annual General Meeting;
“associated corporation”	has the meaning ascribed to it under the SFO;
“associates”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company, as amended from time to time;
“close associates”	has the meaning ascribed to it under the Listing Rules;
“Companies Act”	The Companies Act 1981 of Bermuda, as amended from time to time;
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time;

DEFINITIONS

“Company”	Brilliance China Automotive Holdings Limited (華晨中國汽車控股有限公司*), an exempted company incorporated in Bermuda on 9th June, 1992 with limited liability whose securities are listed on the main board of the Stock Exchange;
“connected persons”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholders”	has the meaning ascribed to it under the Listing Rules;
“core connected person”	has the meaning ascribed to it under the Listing Rules;
“Department of Health”	Department of Health of the HKSAR Government;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSAR Government”	The Government of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Huachen”	華晨汽車集團控股有限公司 (Huachen Automotive Group Holdings Company Limited*), the controlling shareholder of the Company which as at the Latest Practicable Date is, through Liaoning Xinrui, interested in approximately 30.43% of the issued share capital of the Company;
“Issue Mandate”	the general and unconditional mandate to be granted to the Directors at the 2022 Annual General Meeting to exercise all the powers to allot, issue and otherwise deal with new Shares in the Company not exceeding 20% of the number of Shares in issue as at the date of passing of the resolution approving such mandate;
“Latest Practicable Date”	20th September, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

DEFINITIONS

“Liaoning Xinrui”	遼寧鑫瑞汽車產業發展有限公司 (Liaoning Xinrui Automotive Industry Development Co., Ltd.*), a wholly-owned subsidiary of Huachen and the controlling shareholder of the Company which is interested in approximately 30.43% of the issued share capital of the Company as at the Latest Practicable Date;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China and, for the sole purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors at the 2022 Annual General Meeting to repurchase Shares on the Stock Exchange up to 10% of the number of Shares in issue as at the date of passing of the resolution approving such mandate;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	share(s) with a par value of US\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance;
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers; and
“US\$”	United States dollars, the lawful currency of the United States of America.

* for identification purposes only

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETINGS

The health of our Shareholders, staff and stakeholders is of paramount importance to the Company. In view of the ongoing novel coronavirus (COVID-19) pandemic and to protect the attendees of the Annual General Meetings from the risk of infection, the Company will implement the following precautionary measures at the Annual General Meetings:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy, corporate representative and other attendee at the entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue.
- (ii) Each attendee will be required to wear a surgical face mask prior to admission to the meeting venue and throughout the meeting, and to maintain a safe distance between seats, if necessary. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
- (iii) No refreshments or drinks will be served, and there will be no corporate gifts.

Any person who does not comply with the aforementioned precautionary measures or is subject to any health quarantine prescribed by the HKSAR Government may be denied entry into the meeting venue, or be required to leave the meeting venue, at the absolute discretion of the Company as permitted by law. The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the Annual General Meetings, if and when necessary.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the Annual General Meetings is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the Annual General Meetings as their proxy to vote on the relevant resolution(s) at the meetings instead of attending the meetings in person. The proxy form for each meeting is attached to this circular.

If Shareholders have any questions relating to the Annual General Meetings, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queens Road East, Wan Chai
Hong Kong
Tel: 2862 8555
Fax: 2865 0990

Brilliance Auto

華 晨 汽 車

BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LIMITED

(華 晨 中 國 汽 車 控 股 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 1114)

Executive Directors:

Mr. Wu Xiao An

(also known as Mr. Ng Siu On) (*Chairman*)

Mr. Shen Tie Dong (*Chief Executive Officer*)

Mr. Zhang Wei

Registered Office:

Victoria Place

5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

Independent non-executive Directors:

Mr. Song Jian

Mr. Jiang Bo

Mr. Dong Yang

Dr. Lam Kit Lan, Cynthia

Head Office and Principal Place

of Business in Hong Kong:

Suites 1602–05

Chater House

8 Connaught Road Central

Hong Kong

23rd September, 2022

To the Shareholders

Dear Sir or Madam

**(1) NOTICES OF 2021 AND 2022 ANNUAL GENERAL MEETING;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES**

INTRODUCTION

The purpose of this circular is to give you notice of the 2021 Annual General Meeting and the 2022 Annual General Meeting which will be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 11th November, 2022 at 9:00 a.m. and 9:15 a.m. (or immediately after the conclusion of the 2021 Annual General Meeting) respectively and to provide you with information in respect of the resolutions to be proposed at the Annual General Meetings.

* For identification purposes only

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31ST DECEMBER, 2020

Pursuant to bye-law 60 of the Bye-laws, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

The last annual general meeting of the Company was held on 26th June, 2020, and the Company had not convened any annual general meeting since the suspension of trading in the Shares on the Stock Exchange on 31st March, 2021.

In view of this, the Company is in the process of applying for the sanction from the Bermuda Registrar of Companies for the late holding of the 2021 Annual General Meeting. An ordinary resolution will be proposed to resolve, ratify and confirm the 2021 Annual General Meeting as the annual general meeting of the Company for the year ended 31st December, 2020.

CONSIDERING AND ADOPTING FINANCIAL STATEMENTS

Ordinary resolutions will be proposed at the 2021 Annual General Meeting and the 2022 Annual General Meeting for the purpose of receiving, considering and adopting the audited financial statements, reports of the Directors and the independent auditors' reports for the respective years ended 31st December, 2020 and 31st December, 2021.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to bye-law 99 of the Bye-Laws, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or in a multiple of three, then the number nearest to one-third but not greater than one-third (or in such other manner of rotation as may be required by the Listing Rules), shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Code provision B.2.2 of Appendix 14 to the Listing Rules stipulates that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

LETTER FROM THE BOARD

It is provided in bye-law 102(B) of the Bye-Laws that the Board has power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or number of Directors who are to retire by rotation. Mr. Shen Tie Dong (“**Mr. Shen**”), Mr. Dong Yang (“**Mr. Dong**”) and Dr. Lam Kit Lan, Cynthia (“**Dr. Lam**”), who were appointed by the Board after the annual general meeting held in the year 2020, will hold office until the 2022 Annual General Meeting pursuant to bye-law 102(B) of the Bye-Laws. Mr. Shen, Mr. Dong and Dr. Lam will not be taken into account in determining the number of Directors who are to retire by rotation.

The remaining four Directors, Mr. Wu Xiao An, Mr. Zhang Wei, Mr. Song Jian and Mr. Jiang Bo will be subject to the rotation requirement under bye-law 99 of the Bye-Laws and code provision B.2.2 of Appendix 14 to the Listing Rules. Of these four Directors, Mr. Wu Xiao An (“**Mr. Wu**”), being the longest in office since his last election, will retire at the 2022 Annual General Meeting.

Each of Mr. Wu, Mr. Shen, Mr. Dong and Dr. Lam, being eligible, will offer himself/herself for re-election and the Board has recommended them for re-election at the 2022 Annual General Meeting.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board diversity policy and the Company’s corporate strategy, and the independence of all independent non-executive Directors. Mr. Dong has demonstrated complete independence in character and has contributed objectively in giving impartial advice to the Board and exercising independent judgement in his capacity as a member of each of the Company’s audit committee, remuneration committee and nomination committee. The nomination committee also took into consideration the perspectives, skills and experience that Dr. Lam could bring to the Board as an independent non-executive Director, including without limitation, Dr. Lam’s extensive experience in compliance and corporate governance and her contributions to the Board and its diversity. Each of Mr. Wu, Mr. Shen and Mr. Dong, who are members of the nomination committee, abstained from voting at the committee meeting when his own nomination was being considered.

LETTER FROM THE BOARD

Mr. Dong and Dr. Lam, being independent non-executive Directors eligible for re-election at the 2022 Annual General Meeting, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Dong and Dr. Lam meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Brief biography, as at the Latest Practicable Date, of each of Mr. Wu, Mr. Shen, Mr. Dong and Dr. Lam proposed to be re-elected at the 2022 Annual General Meeting is set out in Appendix I to this circular.

The procedure for nominating candidate(s) by Shareholders to stand for election as Director at general meeting has been published on the website of the Company (www.brillianceauto.com). The Company will issue an announcement or a supplemental circular to inform Shareholders of the details of additional candidate(s) proposed for election if a valid nomination proposal together with the requisite information and documents are received after the printing of this circular.

PROPOSED GRANT OF REPURCHASE MANDATE AND ISSUE MANDATE

At the annual general meeting of the Company held on 26th June, 2020, ordinary resolutions were passed, among other things, to grant the general mandates to the Directors (i) to repurchase Shares not exceeding 10% of the number of Shares in issue as at 26th June, 2020; and (ii) to allot, issue and otherwise deal with Shares not exceeding 20% of the number of Shares in issue as at 26th June, 2020 plus the Shares repurchased by the Company (up to a maximum of 10% of the number of Shares in issue pursuant to the mandate granted under (i) above).

These general mandates have lapsed at the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held.

The Repurchase Mandate

At the 2022 Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate, in the terms set out in the notice of 2022 Annual General Meeting, to exercise the powers of the Company to repurchase its own Shares on the Stock Exchange at any time during the period ended on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or any applicable laws of Bermuda; and (iii) the date upon which such authority is revoked or varied at a general meeting of the Shareholders. The number of Shares to be purchased pursuant to the Repurchase Mandate shall not exceed 10% of the number of Shares in issue as at the date of passing of the relevant resolution.

An explanatory statement to provide relevant information in respect of the Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

The Issue Mandate

At the 2022 Annual General Meeting, ordinary resolutions will also be proposed to renew the general mandate granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of Shares in issue as at the date of passing of the relevant resolution, and adding to such general mandate so granted to the Directors any Shares repurchased by the Company after the granting of the Repurchase Mandate. The Issue Mandate shall remain in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or any applicable laws of Bermuda; and (iii) the date upon which such authority is revoked or varied at a general meeting of the Shareholders.

As at the Latest Practicable Date, the number of Shares in issue were 5,045,269,388 Shares. On the basis of such figure (and assuming no new Shares will be issued and no Shares will be repurchased prior to the date of the 2022 Annual General Meeting), exercise in full of the Issue Mandate will enable the Directors to allot, issue and deal with 1,009,053,877 Shares.

ANNUAL GENERAL MEETINGS AND PROXY ARRANGEMENT

Notices convening the 2021 Annual General Meeting and the 2022 Annual General Meeting to be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 11th November, 2022 at 9:00 a.m. and 9:15 a.m. (or immediately after the conclusion of the 2021 Annual General Meeting) respectively are set out on pages 21 to 27 of this circular.

Forms of proxy for use at the Annual General Meetings are enclosed herein and such forms of proxy are also published on the website of the Stock Exchange (www.hkexnews.hk).

In accordance with the requirements of the Listing Rules, the resolutions to be put forward at the Annual General Meetings will be voted on by the Shareholders by way of poll except that the Chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the Annual General Meetings will put all the resolutions proposed at the 2021 Annual General Meeting and the 2022 Annual General Meeting to be voted by way of a poll pursuant to bye-law 70 of the Bye-Laws. The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.brillianceauto.com as soon as possible after the conclusion of the Annual General Meetings.

LETTER FROM THE BOARD

Whether or not Shareholders intend to attend the 2021 Annual General Meeting and the 2022 Annual General Meeting, they are requested to complete the accompanying forms of proxy in accordance with the instructions printed thereon and return them to the office of the branch registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong before 9:00 a.m. and 9:15 a.m., respectively, Hong Kong time, on Wednesday, 9th November, 2022, or not less than 48 hours before the time appointed for holding any adjournment of the Annual General Meetings. Completion and return of the forms of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meetings or any adjourned meeting thereof if they so wish and in such event, the forms of proxy will be deemed to be revoked.

RECOMMENDATIONS

The Board considers that the proposed resolutions regarding the approval of the financial statements, the approval of the re-election of the retiring Directors and the proposed grant of the Repurchase Mandate and the Issue Mandate to the Directors are in the interests of the Company and the Shareholders, and therefore recommends the Shareholders to vote in favour of all of the resolutions to be proposed at the Annual General Meetings.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendices to this circular.

Yours faithfully
By Order of the Board
Brilliance China Automotive Holdings Limited
Wu Xiao An
(also known as Ng Siu On)
Chairman

The followings are the biographies of the Directors proposed to be re-elected at the 2022 Annual General Meeting:

EXECUTIVE DIRECTORS

Mr. Wu Xiao An (also known as Mr. Ng Siu On)

Mr. Wu Xiao An (also known as Mr. Ng Siu On), aged 60, has been the chairman of the Board since 18th June, 2002 and the executive director of the Company since 11th January, 1994. He is also a member of the remuneration committee, nomination committee and subsidiary senior management appointment committee of the Company. Mr. Wu has over 27 years of experience in the automotive industry and is primarily responsible for the overall strategic planning and business development of the Group. He was the vice chairman and the chief financial officer of the Company from January 1994 to June 2002. He was a director of Huachen from October 2002 to June 2020. He has been the chairman of Brilliance-BEA Auto Finance Co., Ltd. since April 2015. Mr. Wu was the chairman of BMW Brilliance Automotive Ltd. (“**BBA**”), a sino-foreign equity joint venture in which the Company has a 25% effective equity interests, from May 2003 to February 2022, and has been its vice chairman since February 2022. He was a director of Shenyang Brilliance JinBei Automobile Co., Ltd. (now known as Renault Brilliance Jinbei Automotive Company Limited (“**RBJAC**”)) from January 1994 to August 2016; and has been a director of RBJAC since January 2018. From 1988 to 1993, he was the deputy manager of the Bank of China, New York Branch. Mr. Wu obtained a bachelor’s degree of arts from Beijing Foreign Languages Institute (now known as Beijing Foreign Studies University) in 1985 and a master of business administration degree from Fordham University in New York in 1992.

Mr. Wu is currently the chairman and a director of RBJAC, Brilliance-BEA Auto Finance Co., Ltd., 瀋陽金杯汽車工業控股有限公司 (Shenyang JinBei Automotive Industry Holdings Co., Ltd.*), all of which are subsidiaries of the Company. He is also a director of Brilliance Investment Holdings Limited, a subsidiary of the Company. Save as aforementioned, Mr. Wu does not hold any position in any member of the Group.

Currently, Mr. Wu is the chairman of the board of directors of Xinchun China Power Holdings Limited (“**Power Xinchun**”), a company listed on the main board of the Stock Exchange (stock code: 1148). In March 2011, Mr. Wu was appointed as a director and in April 2012 designated as an executive director of Power Xinchun. Save as aforementioned, Mr. Wu does not have any directorship or major appointment in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as stated herein, Mr. Wu does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wu was the beneficial owner of 6,200,000 Shares, representing approximately 0.12% of the issued share capital of the Company. Further, Mr. Wu is a trustee of a discretionary trust under an incentive scheme of Power Xincheng (the “**Incentive Scheme**”) and also holds 50% interests in Lead In Management Limited which is also a trustee of the said trust holding shares of Power Xincheng on trust for the beneficiaries under the Incentive Scheme. As at the Latest Practicable Date, the discretionary trust held 33,993,385 shares of Power Xincheng for the beneficiaries of the trust. Mr. Wu was deemed or taken to be interested in the 33,993,385 shares of Power Xincheng, representing approximately 2.65% of its issued share capital. Mr. Wu was also the beneficial owner of 8,320,041 shares of Power Xincheng, representing approximately 0.65% of its issued share capital. Save as aforementioned, Mr. Wu was not interested or deemed to be interested in any shares or underlying shares of the Company and its associated corporations pursuant to Part XV of the SFO.

Mr. Wu has entered into a service agreement with the Company dated 1st January, 2021 for a term of three years commencing from 1st January, 2021 for his appointment as an executive Director, which is subject to the retirement by rotation requirements under the Bye-Laws. As the chairman of the Board and an executive Director, the emoluments of Mr. Wu will be determined by the Board with reference to his qualifications, industry experience, duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market conditions and practice. Mr. Wu was paid approximately RMB7,919,000 as his emoluments for the year ended 31st December, 2021. Save as disclosed herein, Mr. Wu did not receive any other payments (whether fixed or discretionary in nature) from the Group during the year. The director’s remuneration of Mr. Wu will be subject to annual review by the remuneration committee of the Board.

There is no information relating to Mr. Wu which is discloseable under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders nor is there any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Mr. Shen Tie Dong

Mr. Shen Tie Dong, aged 52, has been an executive director and chief executive officer of the Company since 12th August, 2021. Mr. Shen is a member of the remuneration committee, nomination committee and subsidiary senior management appointment committee of the Company. Mr. Shen has also been appointed as a director of RBJAC and BBA. Mr. Shen has been appointed as the Chairman of Huachen since June 2021. Mr. Shen has held various positions in a number of enterprises since 1998, including but not limited to Deputy Manager of Trust Department in Liaoning International Trust and Investment Corporation* (遼寧省國際信託投資公司信託部副經理), Head of Capital Operation Department in China Liaoning International Cooperation Group Co., Ltd (遼寧省國際經濟技術合作集團有限責任公司資本運營處處長), Deputy General Manager of Liaoning Chuangye Group Co., Ltd* (遼寧創業(集團)有限責任公司副總經理), Vice Chairman and General Manager of Liaoning Energy Investment Group Co., Ltd* (遼寧能源投資(集團)有限責任公司副董事長及總經理), as well as Chairman of Liaoning Environmental Protection Group Co., Ltd (遼寧省環保集團有限責任公司董事長). Mr. Shen has also previously held various positions in the Panjin Municipal Government between 2009 and 2014. From December 2009 to April 2011, Mr. Shen was the Vice Mayor of Panjin (盤錦市副市長). From April 2011 to December 2014, Mr. Shen was a Member of the Standing Committee of the Municipal Committee of Panjin (盤錦市委常委). From May 2011 to December 2014, Mr. Shen was also the Secretary-General of the Municipal Committee of Panjin (盤錦市委秘書長). Mr. Shen obtained a bachelor's degree in Political Economy from the Liaoning University in the PRC in 1992 and a PhD in Political Economy from the Liaoning University in the PRC in 2010. Mr. Shen also qualified as a Senior Economist (高級經濟師) in the PRC in August 2001 and a Professor Researcher-Level Senior Economist (教授研究員級高級經濟師) in the PRC in July 2008. Mr. Shen was a director of Haitong Securities Co., Ltd. (stock code: 600837), a company listed on The Shanghai Stock Exchange, from November 2016 to August 2020.

Save as stated herein, as at the Latest Practicable Date, Mr. Shen (i) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions within the Group; and (iv) does not have any directorship or major appointment in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Shen has signed a letter of appointment with the Company for his appointment as an executive Director for a term of three years commencing from 12th August, 2021 unless terminated by either party giving not less than one month's notice in writing. As an executive Director, the emoluments of Mr. Shen will be determined by the Board with reference to his qualification, industry experience, duties and responsibilities within the Group, the Group's remuneration policy and the prevailing market conditions and practice. Mr. Shen was not paid any emoluments for the year ended 31st December, 2021. Save as disclosed herein, Mr. Shen did not receive any other payments (whether fixed or discretionary in nature) from the Group during the year. The director's remuneration of Mr. Shen will be subject to annual review by the remuneration committee of the Board.

There is no information relating to Mr. Shen which is discloseable under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders nor is there any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Dong Yang

Mr. Dong Yang, aged 66, has been an independent non-executive director of the Company since 21st May, 2021. He is also a member of the audit committee, nomination committee and remuneration committee of the Company. Mr. Dong has over 38 years of experience in the automobile industry. From December 1984 to August 1993, Mr. Dong was the deputy director (副處長) of the Technology Division of China National Automotive Industry Corporation (中國汽車工業總公司科技司). Mr. Dong is familiar with automobile technology and industry policies and has been engaged in scientific and technological management and industry management in the automobile industry during his tenure with China National Automotive Industry Corporation. From September 1993 to August 1998, he was the director (處長) of the Automobile Industry Division of the Machinery Industry Department (機械工業部汽車工業司) of the PRC, and from September 1998 to June 2000, he was the deputy director (副司長) of the Industry Management Division of the State Administration of Machinery Industry Bureau (國家機械工業局行業管理司). From July 2000 to August 2007, Mr. Dong was the general manager (總經理) of Beijing Automotive Industry Holding Co., Ltd. (北京汽車工業控股有限責任公司). Mr. Dong acted as the executive vice president (常務副會長) and secretary general (秘書長) of China Association of Automobile Manufacturers (中國汽車工業協會) from September 2007 and retired from it in April 2019. Mr. Dong has been the Chairman of Beijing Virtue Capital Investment Management Center (Limited Partnership) (北京德載厚投資管理中心(有限合夥)) since April 2020. Mr. Dong obtained a bachelor's degree from the Department of Automotive Engineering of Tsinghua University (清華大學汽車工程系汽車專業本科) in the PRC in 1982 and a master's degree in Automotive Engineering from Tsinghua University (清華大學汽車工程系碩士) in 1984. Mr. Dong was an independent non-executive director of Beijing Changjiu Logistics Corp. (北京長久物流股份有限公司) (a company listed on the A-share market of the Shanghai Stock Exchange with stock code: 603569) between November 2012 and September 2019.

Save as stated herein, as at the Latest Practicable Date, Mr. Dong (i) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions within the Group; and (iv) does not hold any directorship or major appointment in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Dong has signed a letter of appointment with the Company for his appointment as an independent non-executive Director for a term of three years commencing from 21st May, 2021 unless terminated by either party giving not less than one month's notice in writing. As an independent non-executive Director, the emoluments of Mr. Dong will be determined by the Board with reference to the level of compensation awarded to independent non-executive directors by other companies listed on the Stock Exchange, the responsibilities assumed by Mr. Dong, complexity of the automobile industry and the business of the Group, and goodwill as well as reputational value brought to the Company by Mr. Dong. Mr. Dong was paid approximately RMB159,000 as his emoluments for the year ended 31st December, 2021. Save as disclosed herein, Mr. Dong did not receive any other payments (whether fixed or discretionary in nature) from the Group during the year. The director's remuneration of Mr. Dong will be subject to annual review by the remuneration committee of the Board.

Mr. Dong has confirmed that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules. There is no information relating to Mr. Dong which is discloseable under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders nor is there any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Dr. Lam Kit Lan, Cynthia

Dr. Lam Kit Lan, Cynthia, aged 54, was appointed as an independent non-executive director of the Company on 21st September, 2022. She is currently Chairman and director of Infinergy Hong Kong Ltd, a privately owned company where Dr. Lam is responsible for the group's overall corporate strategies. From March 2003 to January 2020, Dr. Lam was the Asia Compliance Officer of Bloomberg L.P. (“**BLP**”), a global financial information services firm. For 8 years during her employment with BLP, she also acted as executive director and Responsible Officer for BLP's subsidiary Bloomberg Tradebook Hong Kong Limited (“**BTBHK**”), Hong Kong's first Automated Trading Services (ATS) provider. BTBHK is regulated by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Hong Kong Monetary Authority. From 1998 to 2003, she was employed by DBS TD Waterhouse Hong Kong Limited (“**DBSTDW**”) as its executive director and Chief Compliance Officer. DBSTDW was Hong Kong's first online broker and regulated by the SFC. Prior to 1998, she took on various regional compliance roles with international investment banks and gained regulatory experience having worked in the Enforcement Division of the SFC and the Listing Division of the Stock Exchange. Dr. Lam holds a Doctor of Business Administration degree from the Hong Kong Polytechnic University and was recipient of her graduating year's (2007) best thesis award on the topic of Corporate Governance. She received MBA and B. Sc. (Hons) degrees from the University of Toronto in 1993 and 1990, respectively and received LLB (Hons) degree from the University of Wolverhampton in 1998. She is a fellow member of the Hong Kong Institute of Directors (“**HKIoD**”) and of the Hong Kong Securities and Investment Institute (“**HKSI**”). Dr. Lam completed the Executive Diploma in Corporate Governance and Sustainability Directorship jointly organised by the University of Cambridge Institute for Sustainability Leadership and the HKIoD in 2021.

Dr. Lam also contributed her time to various public service appointments, including as member to two Market Misconduct Tribunals in 2007 and 2011, member to the Securities and Futures Appeals Tribunal between 2009 to 2011, member of the Securities and Futures Appeals Tribunal between 2013 to 2015 and former Vice-Chair and Director of the Institute of Securities Dealers Limited. Dr. Lam also acted as former independent non-executive director for HKSI.

Save as stated herein, as at the Latest Practicable Date, Dr. Lam (i) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions within the Group; and (iv) does not have any directorship or major appointment in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Dr. Lam has signed a letter of appointment with the Company for her appointment as an independent non-executive Director for a term of three years commencing from 21st September, 2022 unless terminated by either party giving not less than one month's notice in writing. As an independent non-executive Director, the emoluments of Dr. Lam will be determined by the Board with reference to the level of compensation awarded to independent non-executive directors by other companies listed on the Stock Exchange, the responsibilities assumed by Dr. Lam, complexity of the automobile industry and the business of the Group, and goodwill as well as reputational value brought to the Company by Dr. Lam. The director's remuneration of Dr. Lam will be subject to annual review by the remuneration committee of the Board.

Dr. Lam has confirmed that she meets the independence guidelines set out in Rule 3.13 of the Listing Rules. There is no information relating to Dr. Lam which is discloseable under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matters that need to be brought to the attention of the Shareholders nor is there any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you with regard to the Repurchase Mandate to be proposed at the 2022 Annual General Meeting.

THE LISTING RULES

The Listing Rules contain provisions regulating the repurchase by companies whose primary listings are on the Stock Exchange of their securities on the Stock Exchange. The following is a summary of certain provisions of the Listing Rules relating to repurchase of securities:

Shareholders' Approval

The Listing Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval of a particular transaction.

Source of Funds

Repurchases must be funded out of funds legally available for such purpose in accordance with the Company's memorandum of association and Bye-Laws and the Companies Act. A company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Any repurchase by the Company may be made out of the capital paid up on the purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing any securities, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

FUNDING OF REPURCHASES

Repurchases of Shares will be funded out of funds legally available for the purchase in accordance with the Company's memorandum of association and Bye-Laws and the applicable laws of Bermuda.

On the basis of the financial position of the Company as disclosed in the audited financial statements contained in the 2021 annual report of the Company, there might be an adverse effect on the working capital requirements or gearing levels of the Company in the event that the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The exercise in full of the Repurchase Mandate, on the basis of 5,045,269,388 Shares in issue as at the Latest Practicable Date (assuming that no Shares are issued or repurchased during the period from the Latest Practicable Date up to the date of the 2022 Annual General Meeting), would result in up to 504,526,938 Shares being repurchased by the Company during the period in which the Repurchase Mandate remains in force.

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their close associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the memorandum of association and Bye-Laws.

If as a result of a repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, Liaoning Xinrui was interested in 1,535,074,988 Shares, representing approximately 30.43% of the issued share capital of the Company. Based on such shareholdings, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholdings of Liaoning Xinrui would increase to approximately 33.81% of the issued share capital of the Company. The Directors consider that such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors however have no present intention to exercise the Repurchase Mandate to such extent as would result in any mandatory offer. The Directors do not consider the aforementioned increase would reduce the issued share capital in public hands to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

No core connected person, including a director, chief executive or substantial shareholder of the Company or its subsidiaries or an associate of any of them has notified the Company that he/it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

SHARE PRICES

Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 31st March, 2021 and remained suspended up to the Latest Practicable Date.

SECURITIES PURCHASES MADE BY THE COMPANY

The Company has not purchased any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

Brilliance Auto

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BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LIMITED

(華 晨 中 國 汽 車 控 股 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 1114)

NOTICE IS HEREBY GIVEN that the annual general meeting for the year ended 31st December, 2020 (the “**2021 AGM**”) of Brilliance China Automotive Holdings Limited (the “**Company**”) will be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 11th November, 2022 at 9:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) As special business, to resolve, ratify and confirm the 2021 AGM as the annual general meeting of the Company for the year ended 31st December, 2020; and
- (2) To receive and consider the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31st December, 2020.

Yours faithfully

By Order of the Board

Brilliance China Automotive Holdings Limited

Lam Yee Wah Eva

Company Secretary

Hong Kong, 23rd September, 2022

Registered Office:

Victoria Place
5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Head Office and Principal Place of Business in Hong Kong:

Suites 1602–05
Chater House
8 Connaught Road Central
Hong Kong

* *For identification purposes only*

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote on a poll in his stead. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting 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.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. at or before 9:00 a.m. on Wednesday, 9th November, 2022 (Hong Kong time)) or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish and in such event, the form of proxy will be deemed revoked.
5. The register of members of the Company will be closed from Monday, 7th November, 2022 to Friday, 11th November, 2022, both days inclusive, during which period no transfer of shares will be registered. The record date for the meeting is Monday, 7th November, 2022. Only shareholders of the Company whose names appear on the register of members of the Company on Monday, 7th November, 2022 or their proxies or duly authorised corporate representatives are entitled to attend and vote at the above meeting. In order to qualify for attending and voting at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m., Hong Kong time, on Friday, 4th November, 2022.
6. In view of the ongoing novel coronavirus (COVID-19) pandemic and to protect the attendees of the meeting from the risk of infection, the Company will implement the following precautionary measures at the meeting:
 - (a) Compulsory body temperature checks will be conducted for every shareholder, proxy, corporate representative and other attendee at the entrance of the meeting venue. Any person with a body temperature above the reference range suggested by the Department of Health of The Government of The Hong Kong Special Administrative Region of the People's Republic of China (the "**HKSAR Government**") from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue.
 - (b) Each attendee will be required to wear a surgical face mask prior to admission to the meeting venue and throughout the meeting, and to maintain a safe distance between seats, if necessary. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
 - (c) No refreshments or drinks will be served, and there will be no corporate gifts.

Any person who does not comply with the aforementioned precautionary measures or is subject to any health quarantine prescribed by the HKSAR Government may be denied entry into the meeting venue, or be required to leave the meeting venue, at the absolute discretion of the Company to the extent as permitted by law.
7. In the interest of all stakeholders' health and safety, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person.
8. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the meeting arrangements when appropriate. Shareholders should check the website of the Company and/or that of The Stock Exchange of Hong Kong Limited for future announcements and updates on the meeting arrangements.

Brilliance Auto

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BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LIMITED

(華 晨 中 國 汽 車 控 股 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 1114)

NOTICE IS HEREBY GIVEN that the annual general meeting for the year ended 31st December, 2021 (“**2022 AGM**”) of Brilliance China Automotive Holdings Limited (the “**Company**”) will be held at Pheasant – Jasmine Room, 1/F., Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, 11th November, 2022 at 9:15 a.m. (or immediately after the conclusion of the annual general meeting of the Company for the year ended 31st December, 2020) for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) To receive and consider the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31st December, 2021;
- (2) To re-elect directors of the Company (each as a separate resolution):
 - (A) To re-elect Mr. Wu Xiao An (also known as Mr. Ng Siu On) as executive director;
 - (B) To re-elect Mr. Shen Tie Dong as executive director;
 - (C) To re-elect Mr. Dong Yang as independent non-executive director;
 - (D) To re-elect Dr. Lam Kit Lan, Cynthia as independent non-executive director;
and
 - (E) To authorise the board of directors to fix the remuneration of the directors;
- (3) To re-appoint Grant Thornton Hong Kong Limited as auditors and to authorise the board of directors to fix their remuneration; and

* *For identification purposes only*

NOTICE OF 2022 ANNUAL GENERAL MEETING

(4) As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements, and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants as stipulated in such share option scheme or similar arrangement of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from time to time, shall not exceed 20 percent of the number of shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

NOTICE OF 2022 ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company in the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangement as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or such stock exchange in any territory outside Hong Kong).”

- (B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws and regulations of Bermuda, bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other Recognised Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 percent of the number of shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

NOTICE OF 2022 ANNUAL GENERAL MEETING

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B), the number of shares of the Company which are to be purchased by the Company pursuant to the authority granted to the directors of the Company mentioned in resolution numbered 4(B) shall be added to the number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution numbered 4(A) above, provided that such amount shall not exceed 10 percent of the number of shares of the Company in issue as at the date of passing of this resolution.”

Yours faithfully

By Order of the Board

Brilliance China Automotive Holdings Limited

Lam Yee Wah Eva

Company Secretary

Hong Kong, 23rd September, 2022

Registered Office:

Victoria Place
5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Head Office and Principal Place of Business in Hong Kong:

Suites 1602–05
Chater House
8 Connaught Road Central
Hong Kong

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote on a poll in his stead. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting 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.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. at or before 9:15 a.m. on Wednesday, 9th November, 2022 (Hong Kong time)) or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish and in such event, the form of proxy will be deemed revoked.
5. The register of members of the Company will be closed from Monday, 7th November, 2022 to Friday, 11th November, 2022, both days inclusive, during which period no transfer of shares will be registered. The record date for the meeting is Monday, 7th November, 2022. Only shareholders of the Company whose names appear on the register of members of the Company on Monday, 7th November, 2022 or their proxies or duly authorised corporate representatives are entitled to attend and vote at the above meeting. In order to qualify for attending and voting at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m., Hong Kong time, on Friday, 4th November, 2022.
6. In view of the ongoing novel coronavirus (COVID-19) pandemic and to protect the attendees of the meeting from the risk of infection, the Company will implement the following precautionary measures at the meeting:
 - (a) Compulsory body temperature checks will be conducted for every shareholder, proxy, corporate representative and other attendee at the entrance of the meeting venue. Any person with a body temperature above the reference range suggested by the Department of Health of The Government of The Hong Kong Special Administrative Region of the People's Republic of China (the "**HKSAR Government**") from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue.
 - (b) Each attendee will be required to wear a surgical face mask prior to admission to the meeting venue and throughout the meeting, and to maintain a safe distance between seats, if necessary. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
 - (c) No refreshments or drinks will be served, and there will be no corporate gifts.

Any person who does not comply with the aforementioned precautionary measures or is subject to any health quarantine prescribed by the HKSAR Government may be denied entry into the meeting venue, or be required to leave the meeting venue, at the absolute discretion of the Company to the extent as permitted by law.
7. In the interest of all stakeholders' health and safety, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person.
8. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the meeting arrangements when appropriate. Shareholders should check the website of the Company and/or that of The Stock Exchange of Hong Kong Limited for future announcements and updates on the meeting arrangements.