

Brilliance Auto

华 晨 汽 车

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)

23rd December, 2008

To the Independent Shareholders

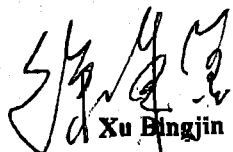
Dear Sir or Madam,

**(1) CONNECTED TRANSACTION – SUBSCRIPTION OF SHARES
BY A CONNECTED PERSON;
AND
(2) WHITEWASH WAIVER**

We have been appointed as the Independent Board Committee to advise you in connection with the Subscription and the Whitewash Waiver, details of which are set out in the Letter from the Board in the circular to Shareholders dated 23rd December, 2008 (the "Circular"), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We wish to draw your attention to the Letter from the Board and the letter from Partners Capital International Limited as set out on pages 12 to 27 of this circular. Having considered the principal factors and reasons considered by the Independent Financial Adviser and its advice as set out in its letter of advice, we are of the opinion that the terms of the Subscription are fair and reasonable in so far as the Independent Shareholders are concerned and in the interests of the Company and the Independent Shareholders. We therefore recommend that you vote in favour of the Ordinary Resolutions to be proposed at the SGM to approve the Subscription, the Whitewash Waiver and the issue and allotment of the Subscription Shares.

Yours faithfully,



Xu Bingjin

Independent non-executive Director

Song Jian

Independent non-executive Director

Jiang Bo

Independent non-executive Director

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