

BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LTD

Form CB

January 24, 2003

**Table of Contents**

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

|   |                                  |
|---|----------------------------------|
| Securities Act Rule 801 (Rights Offering)             | <input type="radio"/>            |
| Securities Act Rule 802 (Exchange Offer)              | <input type="radio"/>            |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)   | <input type="radio"/>            |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input type="radio"/>            |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input checked="" type="radio"/> |

**Brilliance China Automotive Holdings Limited**

(Name of Subject Company)

**Bermuda**

(Jurisdiction of Subject Company's Incorporation or Organization)

**Brilliance China Automotive Holdings Limited**

(Name of Person(s) Furnishing Form)

Ordinary Shares, par value U.S.\$0.01 per share

and

American Depositary Shares, each representing 100 Ordinary Shares  
(Title of Class of Subject Securities)

10949Q105 (for the ADSs)

(CUSIP Number of Class of Securities (if applicable))

Wu Xiao An  
Brilliance China Automotive Holdings Limited  
Suite 2303-06, 23rd Floor, Great Eagle Centre  
23 Harbour Road, Wanchai  
Hong Kong, People's Republic of China  
(852) 2523-7227

(Name, Address (including zip code) and Telephone Number (including area code) of  
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

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Copies to:

Scott. D. Clemens  
Baker & M<sup>C</sup>Kenzie  
14th Floor, Hutchison House  
Harcourt Road  
Hong Kong, People's Republic of China

January 9, 2003

(Date Tender Offer/Rights Offering Commenced)

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**TABLE OF CONTENTS**

PART I. INFORMATION SENT TO SECURITY HOLDERS

PART II. INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

PART III. CONSENT TO SERVICE OF PROCESS

SIGNATURES

Joint Announcement Dated January 23, 2003

Offeree Document Dated January 23, 2003

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**Table of Contents**

**PART I. INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

- (a) I.1(a)-1 Joint announcement dated January 23, 2003 relating to the dispatch of the Offeree Document and clarification of press articles to holders of ordinary shares, holders of Employee Options and holders of ordinary shares represented by ADSs.
- I.1(a)-2 Offeree Document dated January 23, 2003 relating to a conditional mandatory cash offer by CLSA Limited, on behalf of the Offerors, to acquire all issued shares, including shares represented by ADSs, in the share capital of Brilliance China Automotive Holdings Limited, and the Employee Options (other than those already owned by the Offerors or parties acting in concert with them).
- (b) Not applicable.

**Item 2. Informational Legends**

Not applicable.

**PART II. INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.

**PART III. CONSENT TO SERVICE OF PROCESS**

- (1) A written irrevocable consent and power of attorney on Form F-X is being filed with the Securities and Exchange Commission concurrently with the filing of this Form CB.
- (2) Not applicable.

**Table of Contents**

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LIMITED**

By: /s/ Wu Xiao An

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Name: WU Xiao An  
Title: Chairman, Brilliance China Automotive Holdings Limited  
Date: January 24, 2003

**Table of Contents**

**Exhibit Index**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.I.1(a)-1               | Joint announcement dated January 23, 2003 relating to the dispatch of the Offeree Document and clarification of press articles to holders of ordinary shares, holders of Employee Options and holders of ordinary shares represented by ADSs  |
| 99.I.1(a)-2               | Offeree Document dated January 23, 2003 relating to a conditional mandatory cash offer by CLSA Limited, on behalf of the Offerors, to acquire all issued shares, including shares represented by ADSs, in the share capital of Brilliance China Automotive Holdings Limited, and the Employee Options (other than those already owned by the Offerors or parties acting in concert with them) |