慶鈴汽車股份有限公司

QINGLING MOTORS CO. LTD

(A sino-foreign joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1122)

Proxy Form of Holders of H Shares for use at the Extraordinary General Meeting

I/We *(note 1)* ____________________

of ____________________

being the registered holders of *(note 2)* ____________ H Shares in Qingling Motors Co. Ltd (the "Company"), HEREBY APPOINT *(note 3)* ____________________

of ____________________

or failing him *(note 3)* ____________________

of ____________________

or failing him, the Chairman of the meeting or any director of the Company as my/our proxy in respect of *(note 4)* ____________ H Shares in the capital of the Company held by me/us to attend and act for me/us at the Extraordinary General Meeting of the Company to be held at the Conference Hall, 1st Floor of Qingling Motors Co. Ltd Office Building, 1 Xiexing Cun, Zhongliangshan, Jiulongpo District, Chongqing, the People's Republic of China at 10:30 a.m. on Thursday, 15th June, 2006 **(or as soon as practicable immediately after the conclusion or adjournment of the Annual General Meeting of the Company convened at the same place and date at 10:00 a.m.)** for the purpose of considering and, if thought fit, passing the Ordinary Resolutions as set out in the notice convening the said Extraordinary General Meeting and at such meeting (or at any adjournment thereof) on a poll to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such direction is given, as my/our proxy thinks fit.

	Resolution	**For** *(note 5)*	**Against** *(note 5)*	**Abstain** *(note 5)*
1.	Ordinary Resolution No. 1			
2.	Ordinary Resolution No. 2			
3.	Ordinary Resolution No. 3			

Date: ____________, 2006 Signature(s) *(note 6)*: ____________

Notes:

1. Please insert full name(s) and address(es) (as shown in the register of shareholders) in block capitals.
2. Please insert the number of all the shares in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING OR ANY DIRECTOR OF THE COMPANY WILL ACT AS YOUR PROXY. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
4. **Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed.** If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).
5. Important: if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". If you wish to abstain from voting on any resolution, tick in the box marked "Abstain". Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of H Shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of a tick in the relevant box. Failure to tick any box will entitle your proxy to cast your vote at his discretion.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director or attorney duly authorised in writing.
7. To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be deposited at the Company's H Shares Registrar, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the Meeting or 24 hours before the time appointed for taking the poll.