



慶鈴汽車股份有限公司

QINGLING MOTORS CO. LTD

(A Sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)

(Stock Code : 1122)

Proxy Form of Holders of H Shares for use at the Annual 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 Annual 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 10:00 a.m. on Thursday, 15 June 2006 or at any adjournment thereof and to vote at such meeting or at any
adjournment thereof in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our
proxy thinks fit.

	Resolution	For (note 5)	Against (note 5)	Abstain (note 5)
1.	To consider and approve the report of the board of directors of the Company (the "Board of Directors") for the year of 2005.			
2.	To consider and approve the report of the supervisory committee of the Company for the year of 2005.			
3.	To consider and approve the audited financial statements and the auditors' report of the Company for the year of 2005.			
4.	To consider and approve the proposal for appropriation of profit of the Company for the year of 2005.			
5.	To elect directors of the Company (the "Directors") for the next term of office commencing on the date of the Annual General Meeting until the date of the annual general meeting of the Company for the year of 2009 (the "Next Term"):			
	a. Mr. WU Yun			
	b. Mr. GAO Jianmin			
	c. Mr. MIYATAKE Yoshiyuki			
	d. Mr. HOSOI Susumu			
	e. Mr. LIU Guangming			
	f. Mr. PAN Yong			
	g. Mr. YUE Huaqiang			
	h. Mr. LONG Tao			
	i. Mr. SONG Xiaojiang			
	j. Mr. XU Bingjin			
6.	To authorize the Board of Directors to determine the remuneration of the Directors.			

	Resolution	For <i>(note 5)</i>	Against <i>(note 5)</i>	Abstain <i>(note 5)</i>
7.	To authorize the Board of Directors to enter into service contract and appointment letter with each of the newly elected executive Directors and independent non-executive Directors respectively upon such terms and conditions as the Board of Directors shall think fit and to do all such acts and things to give effect to such matters.			
8.	To elect supervisors of the Company (the “Supervisors”) representing the shareholders of the Company for the Next Term: a. Ms. MIN Qing			
	b. Ms. ZHOU Hong			
9.	To authorize the Board of Directors to determine the remuneration of the Supervisors.			
10.	To authorize the Board of Directors to enter into appointment letter with each of the newly elected Supervisors upon such terms and conditions as the Board of Directors shall think fit and to do all such acts and things to give effect to such matters.			
11.	To re-appoint Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu as the Company’s PRC and international auditors respectively for the year of 2006 and to authorise the Board of Directors to determine their remunerations.			

Date: _____, 2006

Signature(s) *(note 6)*: _____

Notes:

- Please insert full name(s) and address(es) (as shown in the register of shareholders) in block capitals.
- Please insert the number of all the shares in the Company registered in your name(s).
- 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.
- 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).
- 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.
- 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.
- 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 Share Registrars, 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.