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)

(Stock Code: 1122)

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

I/We[1] ____ of
____

being the registered holder(s) of[2] ______________________ H shares of RMB1.00 each in the capital of Qingling Motors Co. Ltd (the "Company"), HEREBY APPOINT[3 & 4] ______________________
of____
or failing him[3 & 4]____
of____
or failing him, the Chairman of the Meeting or any director of the Company as my/our proxy in respect of[5] ______________ 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 on Wednesday, 15 October 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the Ordinary Resolution as set out in the notice convening the 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 resolution as hereunder indicated or, if no such direction is given, as my/our proxy thinks fit.

Ordinary Resolution	FOR[6]	AGAINST[6]	ABSTAIN[6]
Ordinary Resolution No. 1 (to approve the Chassis Supply Agreement and the relevant annual caps).			

Dated this ______day of ______2008 Signature[7] ______________________

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. A shareholder of the Company entitled to attend and vote at the meeting shall be entitled to appoint another one or more proxies to attend and vote for him. The proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you.
4. 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.**
5. 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).
6. **IMPORTANT : IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "ABSTAIN".** Any abstain vote or waiver to vote shall be disregarded as voting rights for calculating the result of that resolution. Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
7. 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 or other person duly authorised in writing.
8. To be valid, this form of proxy 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 Rooms 1806-1807, 18th 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. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person.
9. Any alteration made to this form of proxy must be initialed by the person who signs it.