慶鈴汽車股份有限公司

QINGLING MOTORS CO. LTD.

(a Sino-foreign joint venture joint stock 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 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 the Company's Office Building, 1 Xiexing Cun, Zhongliangshan, Jiulongpo District, Chongqing, the People's Republic of China at 10:00 a.m. on Tuesday, 16th June, 2009 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)
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year of 2008.		
2.	To consider and approve the report of the supervisory committee of the Company for the year of 2008.		
3.	To consider and approve the audited financial statements and the independent auditor's report of the Company for the year of 2008.		
4.	To consider and approve the proposal for appropriation of profit of the Company for the year of 2008.		
5.	To elect directors of the Company (the "Directors") for the next term of office: a. Mr. WU Yun		
	b. Mr. GAO Jianmin		
	c. Mr. Makoto TANAKA		
	d. Mr. Masanori KATAYAMA		
	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 to determine the remuneration of the Directors.		
7.	To authorize the Board to enter into service contract and appointment letter with each of the newly elected executive Directors and independent non-executive Directors respectively pursuant to such terms and conditions as the Board 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 (the "Shareholders") for the next term of office: a. Ms. MIN Qing		
	b. Ms. ZHOU Hong		
9.	To authorize the Board to determine the remuneration of the Supervisors.		
10.	To authorize the Board to enter into appointment letter with each of the newly elected Supervisors representing the Shareholders and the Supervisor representing the staff and workers of the Company respectively pursuant to such terms and conditions as the Board 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 2009 and to authorise the Board to determine their remunerations.		
12.	To consider and approve the proposed amendments to articles of association of the Company as set out in the notice of the Annual General Meeting of the Company by way of special resolution.		

Date: ____________________, 2009 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**. 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 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 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 or state the exact number of shares in 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 Share Registrars, 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.