



MUDAN AUTOMOBILE SHARES COMPANY LIMITED*

牡丹汽車股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8188)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING ("MEETING")

I/We (note 1) _____ of _____
being the registered holder(s) of (note 2) _____ shares of RMB1 each in the capital of Mudan Automobile Shares Company Limited*
("Company"), HEREBY APPOINT (note 3) _____
of _____

or (note 4) the Chairman of the Meeting as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) of the Company to be held at No. 408 to 409, 2nd Floor, Block 3, Zone B, Da Liang International Business Mall, Shunde, Foshan City, Guangdong Province, the PRC on 26 May 2010 at 1:30 p.m. to vote for me/us and in my/ our name(s) in respect of the said resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

No.	RESOLUTIONS	FOR (note 5)	AGAINST (note 5)
Ordinary resolutions			
1.	To consider and approve the Vehicle Purchase Framework Agreement I entered into between the Company and 成都新大地汽車有限責任公司 (Chengdu New Dadi Motor Company Limited), and the continuing connected transactions contemplated thereunder.		
2.	To consider and approve the Vehicle Purchase Framework Agreement II entered into between the Company and 成都新大地汽車有限責任公司 (Chengdu New Dadi Motor Company Limited), and the continuing connected transactions contemplated thereunder.		
3.	To consider and approve the Vehicle Parts Purchase Framework Agreement entered into between the Company and 成都新大地汽車有限責任公司 (Chengdu New Dadi Motor Company Limited), and the continuing connected transactions contemplated thereunder.		
4.	To consider and approve the Sale Framework Agreement entered into between the Company and 佛山市順德日新發展有限公司 (Foshan City Shunde Rixin Development Company Limited), and the continuing connected transactions contemplated thereunder.		

Signature(s) (note 7) _____

Dated this _____ day of _____, 2010

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITAL LETTERS**. In case of joint holders, the names of all joint holders should be inserted. Only one of the joint holders need to sign (Please see note 7 below).
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy needs not be a member of the Company.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. The duly appointed Chairman of the Meeting shall be your proxy in case that no name of proxy is inserted. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- In order to be valid, the proxy form, under which it is signed, must be deposited by hand or post, for holders of H Shares of the Company at the Company's branch share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of Domestic Shares, to the Company not less than 24 hours before the time specified for holding the EGM (or any adjourned meeting thereof). If the proxy form is signed by a person under a power of attorney or other authority, a notarised power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
- Where there are joint holders, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto, but if more than one of such joint holders present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof personally or by proxy.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish.



Reply Slip

I/We _____ of _____
being the registered holder(s) of shares of RMB1 each in the capital of the Company will attend or appoint proxy to act for me/us at the Meeting (or at any adjournment thereof) of the Company to be held at No. 408 to 409, 2nd Floor, Block 3, Zone B, Da Liang International Business Mall, Shunde, Foshan City, Guangdong Province, the PRC on 26 May 2010 at 1:30 p.m..

Signature: _____

Date: _____

Notes:

- Please insert the full name(s) and address(es) in **BLOCK CAPITAL LETTERS**.
- Please attach a copy of your identity card/passport.
- Please attach a copy of proof of ownership of your shares.
- This reply slip must be deposited in person, or by mail at the Company's branch share registrar and transfer office, Hong Kong Registrars Limited, at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares) or the Company (for holders of domestic shares) on or before 4:00 p.m. on Wednesday, 5 May 2010.

* for identification purposes only