



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 with limited liability)

(Stock Code: 1122)

**PROXY FORM OF HOLDER(S) OF H SHARES FOR USE
AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 14 APRIL 2020**

I/We ^(note 1) _____
of _____
being the registered holders of ^(note 2) _____ H Shares in Qingling Motors Co. Ltd (the “Company”),
HEREBY APPOINT ^(notes 3 & 4) _____
of _____
or failing him ^(notes 3 & 4) _____
of _____
or failing him, the Chairman of the meeting or any one director of the Company as my/our proxy in respect
of ^(note 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 (the “EGM”) to be held at the New Conference Hall, 1st Floor of the Company, 1
Xiexing Cun, Zhongliangshan, Jiulongpo District, Chongqing, the People's Republic of China on Tuesday, 14 April 2020 at 10:00 a.m.
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.

Ordinary Resolutions*		For ^(note 6)	Against ^(note 6)	Abstain ^(note 6)
1.	To approve, confirm and ratify the New Chassis Supply Agreement (as defined in the circular of the Company dated 27 February 2020 (the “Circular”)) and to approve the relevant annual caps for the period for the three years ending 31 December 2022 (as set out in the Circular).			
2.	To approve, confirm and ratify the New CQACL Agreement (as defined in the Circular), the New Qingling Group Agreement (as defined in the Circular), the New CQCC Agreement (as defined in the Circular), the New CQFC Agreement (as defined in the Circular), the New CQAC Agreement (as defined in the Circular), the New CQNHK Agreement (as defined in the Circular) and the New CQPC Agreement (as defined in the Circular) and to approve the relevant annual caps for the period for the three years ending 31 December 2022 (as set out in the Circular).			
3.	To approve, confirm and ratify the New Isuzu Supply Agreement (as defined in the Circular) and to approve the relevant annual caps for the period for the three years ending 31 December 2022 (as set out in the Circular).			
4.	To approve, confirm and ratify the New Supply Agreement (as defined in the Circular) and to approve the relevant annual caps for the period for the three years ending 31 December 2022 (as set out in the Circular).			
5.	To approve, confirm and ratify the New Sales JV Supply Agreement (as defined in the Circular) and to approve the relevant annual caps for the period for the three years ending 31 December 2022 (as set out in the Circular).			

* The full text of the ordinary resolutions are set out in the Circular containing the notice convening the EGM.

Date: _____, 2020

Signature(s) ^(note 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 and strike out the words “or failing him, the Chairman of the meeting or any director of the Company”. **IF YOU DO NOT STRIKE OUT SUCH WORDS AND YOUR PROXY DOES NOT ATTEND THE MEETING OR NO NAME OF PROXY 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 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.
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 duly authorised in writing.
8. 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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.
9. Any alteration made in this form of proxy must be initialed by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to Personal Data Privacy Officer of Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.