



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 THURSDAY, 25 AUGUST 2022

I/We ^(note 1) _____
of _____
being the registered holder(s) 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 New Conference Hall of the Company, 1st Floor, 1 Xiexing Cun, Zhongliangshan, Jiulongpo District, Chongqing, the People's Republic of China on Thursday, 25 August 2022 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 accept the resignation of Mr. MASUDA Yoichi as an executive director of the Company (the "Director"), with effect from the date of the EGM, and authorize the board of Directors (the "Board") to terminate the service contract entered into between the Company and Mr. MASUDA Yoichi on such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.			
2.	To accept the resignation of Mr. YAGI Naoto as an executive Director, with effect from the date of the EGM, and authorize the Board to terminate the service contract entered into between the Company and Mr. YAGI Naoto on such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.			
3.	To consider and approve the election of Mr. NAKAMURA Osamu as an executive Director, for a term commencing on the date of the EGM and ending on the date of the annual general meeting of the Company in 2024 and authorize the Board to determine his director's remuneration and enter into a service contract with Mr. NAKAMURA Osamu on such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.			
4.	To consider and approve the election of Mr. KIJIMA Katsuya as an executive Director, for a term commencing on the date of the EGM and ending on the date of the annual general meeting of the Company in 2024 and authorize the Board to determine his director's remuneration and enter into a service contract with Mr. KIJIMA Katsuya on such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.			

Date: _____, 2022

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 proxy form 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 this 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 holding the meeting (i.e. not later than Wednesday, 24 August 2022 at 10:00 a.m. (Hong Kong time)) or 24 hours before the time appointed for taking the poll.
9. Any alteration made in this proxy form 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.