



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)

(Stock Code: 1122)

**AMENDED PROXY FORM OF HOLDER(S) OF H SHARES FOR USE AT
THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 27 JUNE 2024**

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 annual
general meeting (the “AGM”) of the Company 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 (the “PRC”) on Thursday, 27 June 2024 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 consider and approve the report of the board (the “Board”) of directors (the “Directors”) of the Company for the year of 2023.			
2.	To consider and approve the report of the Supervisory Committee of the Company for the year of 2023.			
3.	To consider and approve the audited financial statements and the independent auditor’s report of the Company for the year of 2023.			
4.	(1) To re-elect Mr. LUO Yuguang as an executive Director for the next term of office commencing from the date of the AGM to the date of the annual general meeting of the Company in 2027 (the “Next Term”).			
	(2) To elect Mr. NAKAMURA Koji as an executive Director for the Next Term.			
	(3) To elect Mr. TSUKUI Mikio as an executive Director for the Next Term.			
	(4) To re-elect Mr. KIJIMA Katsuya as an executive Director for the Next Term.			
	(5) To re-elect Mr. XU Song as an executive Director for the Next Term.			
	(6) To re-elect Mr. LI Juxing as an executive Director for the Next Term.			
	(7) To re-elect Mr. LI Xiaodong as an executive Director for the Next Term.			
	(8) To re-elect Mr. LONG Tao as an independent non-executive Director for the Next Term.			
	(9) To re-elect Mr. SONG Xiaojiang as an independent non-executive Director for the Next Term.			
	(10) To re-elect Mr. LIU Tianni as an independent non-executive Director for the Next Term.			
	(11) To elect Ms. CHEN Yen Yung as an independent non-executive Director for the Next Term.			
5.	To authorise the Board to determine the remuneration of Directors.			
6.	To authorise the Board to enter into a service contract or an appointment letter with each of the newly elected executive Directors and independent non-executive Directors respectively on such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.			
7.	To elect Mr. XIAN Feng as a Supervisor representing the Shareholders of the Company for the Next Term.			

Ordinary Resolutions*		For ^(note 6)	Against ^(note 6)	Abstain ^(note 6)
8.	To authorise the Board to determine the remuneration of Supervisors of the Company.			
9.	To authorise the Board to enter into an appointment letter with each of the newly elected Supervisors of the Company on such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.			
10.	To consider the appointment of Pan-China Certified Public Accountants LLP as the Company's PRC and international auditors for the year of 2024 and to authorise the Board to determine its remuneration and to enter into a service agreement and other related documents with the new auditors.			
11.	To approve, confirm and ratify the Sale Agreement (as defined in the circular of the Company dated 12 June 2024 (the "Circular")) and the transactions contemplated thereunder, and to approve the relevant annual caps for the two years ending 31 December 2025 (as set out in the Circular).			

* *The full text of the ordinary resolutions are set out in the notice of the AGM dated 18 April 2024 and the supplemental notice of the AGM dated 12 June 2024.*

Date: _____, 2024 Signature(s) ^(note 7): _____

Notes:

Warning: Before you appoint one or more proxies, you should read the notice of the AGM dated 18 April 2024, the Circular and the supplemental notice of the AGM dated 12 June 2024 first.

- Please insert full name(s) and address(es) (as shown in the register of shareholders) in **block capitals**.
- Please insert the number of all the shares in the Company registered in your name(s).
- A shareholder (the "**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 but must attend the meeting in person to represent you.
- 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.**
- 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).
- 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.
- This amended 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.
- To be valid, this amended proxy form and, if this amended 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 26 June 2024 at 10:00 a.m. (Hong Kong time)) or 24 hours before the time appointed for taking the poll.
- Any alteration made in this amended proxy form must be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

- "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**").
- 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.
- 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.
- 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.