



# Dragon Hill Wuling Automobile Holdings Limited (俊山五菱汽車集團有限公司\*)

(Incorporated in Bermuda with limited liability) (Stock Code: 305)

## Form of Proxy Special General Meeting to be held on 18 December 2009

I/We <sup>(Note 1)</sup> \_\_\_\_\_ (name of shareholder)  
of \_\_\_\_\_ (address of shareholder)  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.004  
each in the share capital of Dragon Hill Wuling Automobile Holdings Limited (the "Company"),  
HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
or the Chairman of the Meeting as my/our proxy to vote and act for me/us at the special general meeting (and at any adjournment thereof) of the Company (the "Meeting") to be held at 35/F., Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong, on Friday, 18 December 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote on my/our behalf in respect of the resolution as indicated below:

No.	ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the Renewed Tenancy Agreement (together with the transactions contemplated thereunder and the proposed annual caps of the Renewed Tenancy Agreement) (as defined in the circular of the Company dated 30 November 2009); and to authorize the Board of Directors of the Company to take all such actions as it considers necessary or desirable to implement and give effect to the Renewed Tenancy Agreement and the transactions contemplated thereunder.	1.	1.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009 Signed <sup>(Note 5)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and Address(s) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and vote, on a poll, in his stead. A proxy need not be a member of the Company. If no name is inserted, the Chairman of the Meeting will act as your proxy. If any proxy other than the Chairman of the Meeting is appointed, please delete the words "or the Chairman of the Meeting" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any of the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.

\* For identification purpose only