



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 FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 4 MARCH 2010 (“THE MEETING”)

I/We ^(Note 1) _____

of _____,

being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.004 each in the share capital of Dragon Hill Wuling Automobile Holdings Limited (the “Company”) HEREBY APPOINT ^(Note 3) _____

of _____

or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at 35/F., Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong on Thursday, 4 March 2010 at 12:00 noon (and at any adjournment thereof) in respect of the resolution set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit ^(Note 4):

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To confirm, approve and ratify the execution of the Placing Agreements (as defined in the circular of the Company dated 8 February 2010) and the Subscription Agreement (as defined in the circular of the Company dated 8 February 2010); to approve the creation and issue by the Company of the Placed Shares (as defined in the Placing Agreements) and the Subscription Shares (as defined in the circular of the Company dated 8 February 2010) respectively; to approve all transactions contemplated under each of the Placing Agreements and the Subscription Agreement and to authorise the directors of the Company to sign or execute such other documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary or desirable for the purposes of giving effect to each of the Placing Agreements and the Subscription Agreement.		

Dated this _____ day _____ of 2010 Signed ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). 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).
3. Please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on his behalf.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote(s) 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.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its seal or under the hand of an officer or attorney duly authorised in writing.
6. In the case of joint holders, the vote(s) of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint 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.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a 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 less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting 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