



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 8 MARCH 2011 (“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 Unit 2805-06, 28th Floor, Office Tower, Convention Plaza, No.1 Harbour Road, Wanchai, Hong Kong on Tuesday, 8 March 2011 at 12:00 noon (and at any adjournment thereof) in respect of the resolutions 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 RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1	To approve, confirm and ratify the Underwriting Agreement and any transactions contemplated thereunder and to authorize any Director to take such actions and execute such documents and do all such acts and things incidental to the Underwriting Agreement as he/she may consider necessary, expedient and appropriate to amend the Underwriting Agreement and to give effect to and implement the terms of the Underwriting Agreement and any transaction as may be contemplated under the Underwriting Agreement, as set out in Ordinary Resolution No. 1 in the notice of the Meeting		
2	To approve the Open Offer of not less than 167,229,341 new shares and not more than 177,774,341 new shares of HK\$0.004 each in the share capital of the Company to the shareholders of the Company whose names appear on the register of members of the Company on the Record Date (but excluding the Excluded Shareholder(s)) on the basis of one (1) Offer Share for every six (6) Shares held on the Record Date at the subscription price of HK\$0.90 per Offer Share and otherwise pursuant to and subject to the terms and conditions set out in the Underwriting Agreement; to approve, confirm and ratify the absence of arrangements for application for the Offer Shares by the Shareholders in excess of their entitlements under the Open Offer; and to authorize any Director to sign and execute such documents and do all such acts and things incidental to the Open Offer or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer and the transactions contemplated thereunder, as set out in Ordinary Resolution No.2 in the notice of the Meeting		
3	To approve, confirm and ratify the Whitewash Waiver to be granted by the Executive Director (including his delegates) of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong pursuant to Note 1 on dispensation from Rule 26.1 of the Takeovers Code in respect of the obligations of the Underwriter and parties acting in concert with it to make a mandatory general offer under Rule 26.1 of the Takeovers Code for all issued securities of the Company not already owned or agreed to be acquired by the Underwriter and parties acting in concert with it which would otherwise arise as a result of the Underwriter being required to perform its underwriting commitment under the Underwriting Agreement and to authorize any Director to do all things and acts and sign all documents which he/she considers desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Whitewash Waiver, as set out in Ordinary Resolution No.3 in the notice of the Meeting		

Dated this _____ day _____ of 2011

Signed ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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).
- Please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED 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.
- 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.
- 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.
- 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.
- 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 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 purposes only