



# 五菱汽車集團控股有限公司 WULING MOTORS HOLDINGS LIMITED

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

## Form of Proxy Annual General Meeting to be held on 28 May 2012 (the “Meeting”)

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 the abovenamed Company (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 Meeting (and at any adjournment thereof) of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 28 May 2012 at 3:00 pm for the purpose of considering and, if thought fit, passing the Resolutions as set out in the Notice of Annual General Meeting (the “Notice”) and at such Meeting (and at any adjournment thereof) to vote on my/our behalf in respect of the Resolutions as indicated below:

The capitalised terms used herein shall have the same meanings as those set out in the Notice.

ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1. To adopt the audited financial statements and the reports of the Directors and of the auditors for the year ended 31 December 2011.	1.	1.
2. To declare a final dividend of HK0.5 cent per share for the year ended 31 December 2011.	2.	2.
3. A. To re-elect the following persons as Directors:		
(a) Mr. Sun Shaoli	3.A.(a)	3.A.(a)
(b) Mr. Lee Shing	3.A.(b)	3.A.(b)
(c) Mr. Wei Hongwen	3.A.(c)	3.A.(c)
(d) Ms. Liu Yaling	3.A.(d)	3.A.(d)
B. To fix the maximum number of Directors.	3.B.	3.B.
C. To authorize the Board of Directors to fix their remuneration.	3.C.	3.C.
4. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the Board to fix their remuneration.	4.	4.
5. To grant a general mandate to the Directors to repurchase shares up to a maximum of 10% of the existing issued share capital of the Company, as set out in Resolution No. 5 in the Notice.	5.	5.
6. To grant a general mandate to the Directors to issue, allot and deal with additional shares up to a maximum of 20% of the existing issued share capital of the Company, as set out in Resolution No. 6 in the Notice.	6.	6.
7. To extend the general mandate granted to the Directors to issue, allot and deal with additional shares by the number of shares repurchased by the Company, as set out in Resolution No. 7 in the Notice.	7.	7.
8. To approve the termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme, as set out in Ordinary Resolution No. 8 in the Notice	8.	8.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signed <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any of the boxes will entitle your proxy to cast his votes 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.
- 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 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.