



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)

PROXY FORM FOR THE SPECIAL GENERAL MEETING
TO BE HELD ON 23 JANUARY 2014 (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
Wuling Motors 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 2403, 24/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on
Thursday, 23 January 2014 at 3:00 p.m. (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 RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve, confirm and ratify the 2014–2016 Master Agreement dated 21 November 2013 including the Annual Caps for the Sale Transactions and Purchase Transactions and the transactions contemplated thereunder; 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 2014–2016 Master Agreement and the transactions contemplated thereunder		

Dated this _____ day of _____ 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 THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, 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 authorized 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 authorized 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.