



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 AT 3:30 P.M. 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 3:30 p.m. or
immediately after the special general meeting of the Company to be held at 3:00 p.m. on the same day (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)
1. (a) To approve, confirm and ratify the Subscription Agreement in relation to the subscription of the Convertible Notes to be issued by the Company and all transactions contemplated thereunder; (b) upon the listing committee granting the approval for the listing of and the permission to deal in the Conversion Shares, to authorize the Directors to issue the Convertible Notes to the Subscriber and to allot and issue such Conversion Shares which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Notes on the terms and subject to the conditions of the Convertible Notes; (c) to approve the waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any of his delegates) pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code in respect of the obligations of the Subscriber and parties acting in concert with it (including but not limited to Dragon Hill Development Limited and Mr. Wei Hongwen) to make a mandatory general offer for all the securities of the Company other than those already owned or agreed to be acquired by the Subscriber and parties acting in concert with it pursuant to Rule 26 of the Takeovers Code which would otherwise arise as a result of the allotment and issue of the Conversion Shares; and (d) to authorize the Directors to act for and on behalf of the Company to execute all such documents, instruments and agreements, and do all such acts or things, as they may consider necessary, desirable or expedient to give effect to the Subscription 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.