

股東周年大會通告

NOTICE OF ANNUAL GENERAL MEETING

茲公告慶鈴汽車股份有限公司(「本公司」)定於二零零三年六月十七日(星期二)上午十時正在中華人民共和國(「中國」)重慶市九龍坡區中梁山協興村一號本公司辦公樓一樓會議廳舉行股東周年大會，藉以處理下列事項：

1. 審議及批准二零零二年度董事會報告。
2. 審議及批准二零零二年度監事會報告。
3. 審議及批准二零零二年度經審核的財務報表及核數師報告。
4. 審議及批准二零零二年度利潤分配方案。
5. 選舉新一屆董事及授權董事會決定董事的報酬。
6. 授權董事會按其認為合適的條款及條件分別與所有新當選的執行董事及獨立非執行董事簽訂服務合約及聘任書，並採取一切行動及事宜以促使此等事項生效。
7. 選舉新一屆由股東代表出任的監事。

Notice is hereby given that the Annual General Meeting of Qingling Motors Co. Ltd (the "Company") will be held at the Conference Hall, 1st Floor of Qingling Motors Co. Ltd Office Building, 1 Xiexing Cun, Zhongliangshan, Jiulongpo District, Chongqing, the People's Republic of China ("PRC") at 10:00 a.m. on Tuesday, 17th June, 2003 for the following purposes:

1. To consider and approve the report of the Board of Directors for the year of 2002.
2. To consider and approve the report of the Supervisory Committee for the year of 2002.
3. To consider and approve the audited Financial Statements and the Auditors' Report for the year of 2002.
4. To consider and approve the proposal for appropriation of profit for the year of 2002.
5. To elect directors for the next term of office and to authorise the Board of Directors to determine the remuneration of the directors.
6. To authorise the Board of Directors to enter into service contracts and appointment letters with all the newly elected executive directors and independent non-executive directors respectively upon such terms and conditions as the Board of Directors shall think fit and to do all such acts and things to give effect to such matters.
7. To elect supervisors representing the shareholders for the next term of office.

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8. 審議續聘德勤華永會計師事務所有限公司及德勤•關黃陳方會計師行分別為本公司二零零三年度之國內及境外核數師，並授權董事會釐定其酬金。

承董事會命
伍年青
公司秘書

中國重慶，
二零零三年四月二十二日

附註：

- (i) 有資格出席上述會議及於會上投票的股東，均可依照本公司之公司章程委派一名或多名代理人出席會議及代其投票；代理人毋須為本公司股東。
- (ii) H股股東代理人委任表格及如果該代理人委任表格由他人根據授權書或其他授權文件代表委託人簽署，經由公證律師證明之該等授權書或其他授權文件的副本，必須最遲於此會議召開前二十四小時或指定表決時間前二十四小時送達本公司H股過戶登記處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心19樓1901-5室，方為有效。
- (iii) 股東或其代理人出席會議時應出示本人身份證明文件。

8. To re-appoint Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu as the Company's PRC and international auditors respectively for the year of 2003 and to authorise the Board of Directors to determine their remunerations.

By Order of the Board
WU Nianqing
Company Secretary

Chongqing, PRC,
22nd April, 2003.

Notes:

- (i) Any shareholder entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf in accordance with the Articles of Association of the Company. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, the proxy form of holders of H Shares and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the Hong Kong Registrars Limited, the Company's H Share Registrars at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
- (iii) Shareholders or their proxies shall produce their identity documents when attending the meeting.

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- (iv) 本公司將於二零零三年五月十六日(星期五)至二零零三年六月十七日(星期二)(首尾兩天包括在內)暫停辦理股東名冊變更登記。
- (v) 於二零零三年五月十六日(星期五)已經登記在股東名冊上的股東有權出席會議並進行表決。
- (vi) 擬出席會議的股東應當填妥出席會議的回條並將回條於二零零三年五月二十八日(星期三)或該日之前送達本公司法定地址中華人民共和國重慶市九龍坡區中梁山協興村一號。回條可親身交回本公司，亦可以郵遞、電報或圖文傳真方式交回，圖文傳真號碼為(86)23-68830397。
- (vii) 截至二零零二年十二月三十一日止年度的末期股息預計於二零零三年六月二十五日(星期三)或之前派發予在二零零三年五月二十三日(星期五)已登記在股東名冊上的股東。
- (viii) 凡欲獲派上述末期股息而尚未登記過戶的H股持有人，必須於二零零三年五月十五日(星期四)下午四時正或之前，將過戶文件連同有關股票，一併送達本公司H股過戶登記處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-6室。
- (ix) 股東周年大會預期需時不超過半天，往返及食宿費用自理。
- (iv) The register of shareholders of the Company will be closed from Friday, 16th May, 2003 to Tuesday, 17th June, 2003 (both dates inclusive), during which period no transfer of shares will be registered.
- (v) Shareholders whose names appear on the register of shareholders on Friday, 16th May, 2003 are entitled to attend and vote at the meeting.
- (vi) Shareholders who intend to attend the meeting shall complete and lodge the reply slip for attending the meeting at the Company's legal address at 1 Xiexing Cun, Zhongliangshan, Jiulongpo District, Chongqing, the People's Republic of China on or before Wednesday, 28th May, 2003. The reply slip may be delivered to the Company by hand, by post, by cable or by fax (at fax no.: (86) 23-68830397).
- (vii) The final dividend for the year ended 31st December, 2002 is expected to be paid on or before Wednesday, 25th June, 2003 to the shareholders whose names appear on the register of shareholders on Friday, 23rd May, 2003.
- (viii) In order to qualify for the final dividend mentioned above, holders of H shares whose transfers have not been registered shall deposit the transfers together with the relevant share certificates, at Hong Kong Registrars Limited, the Company's H Share Registrars at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Thursday, 15th May, 2003.
- (ix) The Annual General Meeting is not expected to take more than half a day. Shareholders or their proxies attending the Annual General Meeting shall be responsible for their own travel and accommodation expenses.

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- (x) 根據公司章程第95條第二款之規定，有關提名董事候選人的意圖以及候選人表明願意接受提名的書面通知，應當在股東大會召開的七天前送達公司。提名股東代表為監事候選人可參照公司章程第95條第二款辦理。
- (xi) 關於本通告第5及第6項，所有現任董事任期將於股東周年大會屆滿，本公司分別與現任執行董事及獨立非執行董事簽訂之服務合約及聘任書將因董事任期屆滿時而告終止。因此尋求股東批准重新聘任董事、授權董事會決定董事的報酬及授權董事會分別與新當選的執行董事及獨立非執行董事簽訂新服務合約及聘任書。董事會茲聲明本公司一位股東慶鈴汽車(集團)有限公司已根據公司章程之規定給本公司書面通知有意提名所有現任董事為新一屆的董事候選人。
- (xii) 關於本通告第7項，所有現任監事任期將於股東周年大會屆滿。因此尋求股東批准重新聘任由股東代表出任的監事，而由職工代表出任的監事則由本公司職工民主選舉產生。董事會茲聲明慶鈴汽車(集團)有限公司已根據公司章程之規定給本公司書面通知有意提名所有現任由股東代表出任的監事為新一屆由股東代表出任的監事候選人。新一屆由職工代表出任的監事將於股東周年大會前由公司職工民主選舉產生。
- (x) Pursuant to paragraph 2 of Article 95 of the Company's Articles of Association, written notice of the intention to nominate a candidate for election as a director and the written notice by such candidate of his willingness to accept the nomination shall be sent to the Company 7 days before the date of the shareholders' general meeting. The nomination of a candidate who is a representative of the shareholders for election as a supervisor shall be dealt with by reference to paragraph 2 of Article 95 of the Company's Articles of Association.
- (xi) Concerning items 5 and 6 of this notice, the term of office for all the existing directors will expire at the Annual General Meeting. The service contracts and appointment letters entered with the existing executive directors and independent non-executive directors will terminate upon the expiry of their term of office. Accordingly, approval is sought from shareholders to renew the directors' appointment, to authorise the Board of Directors to determine the remuneration of the directors and to authorise the Board of Directors to enter into new service contracts and appointment letters with the newly elected executive directors and independent non-executive directors respectively. The Board of Directors wishes to state that 慶鈴汽車(集團)有限公司, a shareholder of the Company, has nominated all the existing directors as candidates for election as directors for the next term of office pursuant to the provisions of the Company's Articles of Association.
- (xii) Concerning item 7 of this notice, the term of office for all the existing supervisors will expire the Annual General Meeting. Accordingly, approval is sought from shareholders to renew the appointment of supervisors representing the shareholders whereas the supervisor representing the staff and workers shall be elected through democratic election by the staff and workers of the Company. The Board of Directors wishes to state that 慶鈴汽車(集團)有限公司 has nominated all the existing supervisors representing the shareholders as candidates for election as supervisors representing the shareholders for the next term of office pursuant to the provisions of the Company's Articles of Association. The supervisor representing the staff and workers for the next term of office shall be elected through democratic election by the staff and workers of the Company before the Annual General Meeting.