

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」)定於二零零五年六月十七日(星期五)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. 審議及批准二零零四年度董事會報告。
2. 審議及批准二零零四年度監事會報告。
3. 審議及批准二零零四年度經審核的財務報表及核數師報告。
4. 審議及批准二零零四年度利潤分配方案。
5. 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二零零五年度本公司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，
二零零五年四月二十九日

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") on Friday, 17th June, 2005 at 10:00 a.m. for the following purposes:

1. To consider and approve the report of the Board of Directors for the year of 2004.
2. To consider and approve the report of the Supervisory Committee for the year of 2004.
3. To consider and approve the audited Financial Statements and the Auditors' Report for the year of 2004.
4. To consider and approve the proposal for appropriation of profit for the year of 2004.
5. 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 2005 and to authorise the Board of Directors to determine their remunerations.

By Order of the Board

WU Nianqing
Company Secretary

Chongqing, PRC, 29th April, 2005

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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46樓，方為有效。

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 Hong Kong Registrars Limited, the Company's H Share Registrars at 46th 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.

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- (iii) 股東或其代理人出席會議時應出示本人身份證明文件。
 - (iv) 本公司將於二零零五年五月十七日(星期二)至二零零五年六月十七日(星期五)(首尾兩天包括在內)暫停辦理股東名冊變更登記。
 - (v) 於二零零五年五月十七日(星期二)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二零零五年五月二十八日(星期六)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。
- (iii) Shareholders or their proxies shall produce their identity documents when attending the meeting.
 - (iv) The register of shareholders of the Company will be closed from Tuesday, 17th May, 2005 to Friday, 17th June, 2005 (both dates inclusive), during which period no transfer of shares will be registered.
 - (v) Shareholders whose names appear in the register of shareholders on Tuesday, 17th May, 2005 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 Saturday, 28th May, 2005. The reply slip may be delivered to the Company by hand, by post, by cable or by fax (at fax no.: (86) 23-68830397).

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- (vii) 截至二零零四年十二月三十一日止年度的末期股息預計於二零零五年六月二十四日(星期五)或之前派發予在二零零五年五月二十四日(星期二)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，必須於二零零五年五月十三日(星期五)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。
- (x) 於本通告日期，董事會由十名董事組成，其中吳雲先生、高建民先生、望月義人先生、宋振遠先生、劉光明先生、潘勇先生、樂華強先生為本公司執行董事及龍濤先生、宋小江先生及徐秉金先生為本公司獨立非執行董事。
- (vii) The final dividend for the year ended 31st December, 2004 is expected to be paid on or before Friday, 24th June, 2005 to the shareholders whose names appear on the register of shareholders on Tuesday, 24th May, 2005.
- (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 Friday, 13th May, 2005.
- (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.
- (x) As at the date of this notice, the Board of Directors of the Company comprises 10 Directors, of which Mr. WU Yun, Mr. GAO Jianmin, Mr. Yoshito MOCHIZUKI, Mr. SONG Zhenyuan, Mr. LIU Guangming, Mr. PAN Yong, Mr. YUE Huaqiang are executive directors of the Company and Mr. LONG Tao, Mr. SONG Xiaojiang and Mr. XU Bingjin are independent non-executive directors of the Company.