

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」)定於二零零七年六月十四日(星期四)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. 審議及批准本公司二零零六年度董事會(「董事會」)報告。
2. 審議及批准本公司二零零六年度監事會報告。
3. 審議及批准本公司二零零六年度經審核的財務報表及獨立核數師報告。
4. 審議及批准本公司二零零六年度利潤分配方案。
5. 接納細井行先生辭任執行董事職務，由本股東周年大會之日起生效，並授權董事會按其認為合適的條款及條件終止本公司與細井行先生訂立之服務合約，並採取一切行動及事宜以促使此等事項生效。
6. 選舉堤直敏先生出任執行董事職務，任期由本股東周年大會之日開始至本公司二零零九年股東周年大會之日為止，並授權董事會按其認為合適的條款及條件與堤直敏先生訂立服務合約，並採取一切行動及事宜以促使此等事項生效。

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 Thursday, 14th June, 2007 at 10:00 a.m. for the following purposes:

1. To consider and approve the report of the board of directors of the Company (the "Board of Directors") for the year of 2006.
2. To consider and approve the report of the supervisory committee of the Company for the year of 2006.
3. To consider and approve the audited financial statements and the independent auditors' report of the Company for the year of 2006.
4. To consider and approve the proposal for appropriation of profit of the Company for the year of 2006.
5. To accept the resignation of Mr. Hosoi Susumu (細井行先生) as an executive director of the Company with effect from the date of this annual general meeting and to authorize the Board of Directors to terminate the Company's service contract with him upon such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.
6. To elect Mr. Naotoshi Tsutsumi (堤直敏先生) as an executive director of the Company to hold office from the date of this annual general meeting to the date of the annual general meeting of the Company for the year of 2009 and to authorize the Board of Directors to enter into a service contract with him upon such terms and conditions as it may think fit and to do all such acts and things to give effect to such matters.

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7. 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二零零七年度之國內及境外核數師，並授權董事會釐定其酬金。

7. 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 2007 and to authorize the Board of Directors to determine their remunerations.

承董事會命
伍年青
公司秘書

By Order of the Board
Wu Nianqing
Company Secretary

中國重慶，
二零零七年四月二十七日

Chongqing,
PRC, 27th April, 2007

附註：

Notes:

- (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) 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之法定地址（倘是內資股股東代理人委任表格）或本公司H股股份過戶登記處香港證券登記有限公司（倘是H股股東代理人委任表格），地址為香港灣仔皇后大道東183號合和中心18樓1806-1807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。
- (iv) 本公司將於二零零七年五月十五日（星期二）至二零零七年六月十四日（星期四）（首尾兩天包括在內）暫停辦理股東名冊變更登記。

- (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 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 legal address of the Company (in the case of proxy form of holder of domestic shares) or at the Company's H Share Registrars, Hong Kong Registrars Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of proxy form of holder of H shares) 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.
- (iv) The register of shareholders of the Company will be closed from Tuesday, 15th May, 2007 to Thursday, 14th June, 2007 (both dates inclusive), during which period no transfer of shares will be registered.

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- (v) 於二零零七年五月十五日(星期二)名列股東名冊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二零零七年五月二十五日(星期五)或該日之前送達本公司法定地址中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) 截至二零零六年十二月三十一日止年度的末期股息預計於二零零七年六月二十二日(星期五)或之前派發予在二零零七年五月二十二日(星期二)名列股東名冊的股東。
- (viii) 凡欲獲派上述末期股息而尚未登記過戶的H股持有人，必須於二零零七年五月十四日(星期一)下午四時三十分或之前，將過戶文件連同有關股票，一併送達本公司H股股份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) 關於本通告第5項，本公司已接獲細井行先生函件，提出辭任執行董事，由股東於股東周年大會上批准起生效。細井先生確認彼與董事會並無不同意見，以及並無本公司股東需要知悉有關細井先生辭任的其他事宜。
- (xi) 關於本通告第6項，董事會茲聲明一名本公司主要股東五十鈴自動車株式會社已給本公司書面通知有意提名堤直敏先生為候選人參選為執行董事以替代細井行先生，而候選人亦已給本公司書面通知，表明願意接受提名選舉為執行董事。
- (v) Shareholders whose names appear in the register of shareholders on Tuesday, 15th May, 2007 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 PRC on or before Friday, 25th May, 2007. 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, 2006 is expected to be paid on or before Friday, 22nd June, 2007 to the shareholders whose names appear on the register of shareholders on Tuesday, 22nd May, 2007.
- (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 the Company's H Share Registrars, Hong Kong Registrars Limited at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 14th May, 2007.
- (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) Concerning item 5 of this notice, the Company has received a letter from Mr. Hosoi Susumu (細井行先生) resigning as an executive director of the Company with effect from the approval of the shareholders at the annual general meeting. Mr. Hosoi confirmed that he has no disagreement with the Board of Directors and there is no other matter in relation to his resignation that need to be brought to the attention of the shareholders of the Company.
- (xi) Concerning item 6 of this notice, the directors wish to state that Isuzu Motors Limited, a substantial shareholder of the Company, has given written notice to the Company of the intention to nominate Naotoshi Tsutsumi (堤直敏先生) as candidate for election as an executive director of the Company in place Mr. Hosoi Susumu (細井行先生) and such candidate has given written notice to the Company of his willingness to accept the nomination.

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堤直敏先生的履歷如下：

堤直敏先生，61歲，畢業於鹿兒島大學工學部機械工學科。彼於一九六八年四月進入五十鈴自動車株式會社，擁有從事五十鈴汽車生產、製造及技術管理近四十年之豐富實踐經驗。除上述所披露外，堤直敏先生過去三年內並無於其他上市公眾公司擔任董事職務或於本公司及本公司集團之其他成員公司擔任任何其他職位。

堤直敏先生並無持有證券及期貨條例第XV部所指之本公司股份權益。除上述披露與本公司一名主要股東五十鈴自動車株式會社之關係外，堤直敏先生與本公司任何董事、高級行政人員、主要股東或控股股東並無任何關係。

根據本公司股東將於股東周年大會上給予的授權，本公司將會與堤直敏先生訂立服務合約，而董事會將經顧及彼於本公司之職責及責任、本公司之業績與盈利能力及現行市場情況按上述服務合約條款及條件而釐定彼之報酬。預計彼將會收取基本年薪193,000元人民幣。

除上述所披露外，並無任何其他有關彼選舉之事項而須本公司股東垂注及並無任何其他根據上市規則第13.51(2)(h)至13.51(2)(v)條條文的任何規定而予以披露的資料。

(xii) 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、宮武良行先生、細井行先生、劉光明先生、潘勇先生、樂華強先生為本公司執行董事，而龍濤先生、宋小江先生及徐秉金先生為本公司獨立非執行董事。

The biographical detail of Mr. Naotoshi Tsutsumi is as follows:-

Mr. Naotoshi Tsutsumi, aged 61, graduated from the Department of Mechanical Engineering of Faculty of Engineering of Kagoshima University. He joined ISUZU Motors Limited from April 1968, and has nearly 40 years of experience in production, manufacturing and technical management of ISUZU Motor Vehicles. Save as disclosed above, Mr. Naotoshi Tsutsumi did not hold any directorship in other listed public companies in the past three years or any other positions with the Company and other members of the Company's group.

Mr. Naotoshi Tsutsumi has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Other than his relationship with Isuzu Motors Limited, a substantial shareholder of the Company as disclosed above, Mr. Naotoshi Tsutsumi did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Under an authorization to be given by the shareholders of the Company at the annual general meeting, the Company will enter into a service contract with Mr. Naotoshi Tsutsumi and his remuneration will be determined by the Board of Directors in accordance with the terms and conditions of the said service contract having regard to his duties and responsibilities with the Company, the Company's performance and profitability and the prevailing market conditions. It is expected that he will receive a basic annual salary of RMB193,000.

Save as disclosed above, there are no other matters relating to his election that need to be brought to the attention of the shareholders of the Company and there is no other information required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(xii) 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. MIYATAKE Yoshiyuki, Mr. HOSOI Susumu, 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.