



DONGFENG MOTOR GROUP COMPANY LIMITED*

東風汽車集團股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 489)

SECOND FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 NOVEMBER 2019 (Note 1)

Number of H Shares
to which this Form of
Proxy relates^(Note 3)

Important: If the shareholders of the Company have not yet lodged the original form of proxy for the extraordinary general meeting to be held on 29 November 2019 (published on 14 October 2019) (the “**Original Form of Proxy**”) with the Company or the H share registrar of the Company, shareholders are requested to lodge only this form of proxy (the “**Second Form of Proxy**” or “**Form of Proxy**”), and if the Original Form of Proxy has already been lodged, then please note that:

- (i) The Second Form of Proxy lodged with the H share registrar of the Company by the shareholder not less than 24 hours before the time appointed for the holding of the Meeting will revoke and supersede the Original Form of Proxy previously lodged by the relevant shareholders. The Second Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if correctly completed.
- (ii) If no Second Form of Proxy is lodged with the H share registrar of the Company, the Original Form of Proxy previously lodged by the relevant shareholder will be treated as valid and effective to the fullest extent applicable if correctly completed. The authorized proxy(ies) of the shareholder holding the Original Form of Proxy will be entitled to vote at his/her discretion on the resolution which was not set out in the Original Form of Proxy.

I/We^(Note 2) _____
of _____
being the registered holder(s) of^(Note 3) Domestic Shares/H Shares^(Note 4) of RMB1.00 each in the share capital of Dongfeng Motor Group Company Limited (the “**Company**”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**^(Note 5), or _____

of _____
as my/our proxy(ies) to attend and act for me/us at the extraordinary general meeting of the Company (the “**EGM**”) to be held at 9:00 a. m. on Friday 29 November 2019 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People's Republic of China (“**PRC**”) (and at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy(ies) thinks fit.

Ordinary Resolutions		For	Against
1.	To consider and approve the resignation of Wen Shuzhong as supervisor.		
2.	To elect He Wei as supervisor.		
3.	To consider and approve the resignation of Cao Xinghe as an independent non-executive director.		
4.	To elect You Zheng as an executive director.		
5.	To elect Cheng Daoran as a non-executive director.		
Additional Ordinary Resolution			
6.	To consider and approve the remuneration of candidates for directors and supervisor proposed by the Board of Directors (if applicable).		

Signature(s)^(Note 7): _____

Date: _____ 2019

Notes:

1. **IMPORTANT: YOU SHOULD FIRST REVIEW THE NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY DATED 14 OCTOBER 2019 AND THE SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING PUBLISHED ON 22 OCTOBER 2019 BEFORE APPOINTING YOUR PROXY.**
2. Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
4. Please strike out the type of shares (domestic shares or H shares) to which this form of proxy does not relate.
5. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy may vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
7. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If this form of proxy is signed by an attorney of a shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
8. In accordance with the Company’s Articles of Association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive notice of the EGM, to attend and exercise all the voting powers attached to such share at the EGM.
9. In order to be valid, this form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the Secretariat of the Board at the Company’s principal place of business in the PRC if you are a holder of domestic shares and at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, if you are a holder of H shares not less than 24 hours before the time appointed for the EGM (i.e. not later than 9:00 a.m. on Thursday, 28 November 2019) or any adjournment thereof (as the case may be).
10. The address and contact details of the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:
Address: Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East Wanchai, Hong Kong
Telephone No.: (+852) 2862 8628
Facsimile No.: (+852) 2865 0990
11. The address and contact details of the Company’s principal place of business in the PRC are as follows:
Address: Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056 PRC
Telephone No.: (+86 27) 8428 5274
Facsimile No.: (+86 27) 8428 5057
12. A shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the EGM, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the EGM.
13. References to time and dates in this form of Proxy are to Hong Kong times and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.

* For identification only