



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)

FORM OF PROXY FOR THE H SHAREHOLDERS CLASS MEETING TO BE HELD ON 25 SEPTEMBER 2020 ^(NOTE 1)

I/We ^(Note 2) _____
of _____
being the registered holder(s) of ^(Note 3) _____
H shares 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 H shareholders class meeting of the Company (the "H Shareholders Class Meeting") to be held immediately after the conclusion of the Extraordinary General Meeting and Domestic Shareholders Class Meeting (or any adjournment thereof) on Friday, 25 September 2020 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 H Shareholders Class Meeting and at the H Shareholders Class Meeting (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) think(s) fit.

	Special Resolutions	For	Against
1.	To consider and approve the proposal on the plan of the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM		
2.	To consider and approve the proposal that the Extraordinary General Meeting and Shareholders Class Meetings authorize the Board of Directors and persons authorized by the Board of Directors the discretion to deal with the matters related to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM		
3.	To consider and approve the proposal on the use of proceeds raised from the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM and its feasibility analysis report		
4.	To consider and approve the proposal on the accumulated profits distribution plan prior to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM		
5.	To consider and approve the proposal on the dilution of immediate returns due to initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM and remedial measures		
6.	To consider and approve the proposal on A Share price stabilization plan within three years after the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM		
7.	To consider and approve the proposal relating to the undertakings as to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM		

Signature(s) ^(Note 7): _____

Date: _____ 2020

Notes:

1. **IMPORTANT: YOU SHOULD FIRST REVIEW THE NOTICE OF H SHAREHOLDERS CLASS MEETING OF THE COMPANY DATED 10 SEPTEMBER 2020 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 H 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 H shares registered in your name(s).
4. 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. An H shareholder entitled to attend and vote at the H Shareholders Class Meeting may appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be an H shareholder of the Company but must attend the H Shareholders Class Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **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/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the H Shareholders Class Meeting other than those referred to in the notice convening the H Shareholders Class Meeting.
6. 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 an H shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
7. In accordance with the Company’s Articles of Association, where two or more persons are registered as the joint holders of any H share, only the shareholder whose name appears first in the register of members shall be entitled to receive notice of the H Shareholders Class Meeting, to attend and exercise all the voting powers attached to such H share at the H Shareholders Class Meeting.
8. 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 H share registrar of the Company, Computershare Hong Kong Investor Services Limited not less than 24 hours before the time appointed for the H Shareholders Class Meeting (i.e. not later than 10 a.m. on Thursday, 24 September 2020) or any adjournment thereof (as the case may be).
9. 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
10. An H shareholder or his/her/its proxy shall produce proof of identity when attending the H Shareholders Class Meeting. If a corporate H shareholder appoints its legal representative to attend the H Shareholders Class Meeting, 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 H Shareholders Class Meeting.
11. 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 H Shareholders Class Meeting 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*