
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Dongfeng Motor Group Limited, you should at once hand this Circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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**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)**

- (1) THE REPORT OF THE BOARD FOR 2021**
- (2) THE REPORT OF THE SUPERVISORY COMMITTEE FOR 2021**
- (3) THE INDEPENDENT AUDITORS' REPORT AND
AUDITED FINANCIAL STATEMENTS FOR 2021**
- (4) THE PROFIT DISTRIBUTION PROPOSAL OF THE COMPANY
FOR 2021 AND FINAL DIVIDEND PAYMENT**
- (5) INTERIM DIVIDEND FOR 2022**
- (6) RE-APPOINTMENTS OF ACCOUNTING FIRMS**
- (7) THE REMUNERATION OF THE DIRECTORS AND
THE SUPERVISORS FOR 2022**
- (8) GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE,
ALLOT AND DEAL WITH DOMESTIC SHARES AND H SHARES**

Terms used in this cover shall have the same meanings as defined in this Circular.

A notice concerning the convening of the Annual General Meeting of Dongfeng Motor Group Company Limited to be held at 9:00 a.m. on Friday, 17 June 2022 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, PRC, is set out on pages 8 to 12 of this Circular. A letter from the Board is set out on pages 1 to 7 of this Circular. Whether or not you are able to attend the Annual General Meeting, please complete the form of proxy previously sent to you together with the notice of the Annual General Meeting in accordance with the instructions printed thereon and return them as soon as practicable, and in any event no later than 24 hours before the time appointed for the holding of the Annual General Meeting.

* *For identification only*

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DEFINITIONS

In this Circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting for the year of 2021 of the Company to be held at 9:00 a.m. on Friday, 17 June 2022 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, PRC;
“Board”	the board of Directors of the Company;
“Company”	Dongfeng Motor Group Company Limited* (東風汽車集團股份有限公司), a joint stock company incorporated in the PRC with limited liability and the H shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“DFM”	Dongfeng Motor Corporation (東風汽車集團有限公司), controlling shareholder of the Company, a state-owned enterprise established under the laws of the PRC, which directly and indirectly holds approximately 67.31% equity interest in the total issued share capital of the Company;
“Group”	the Company and its subsidiaries;
“HKD”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“H Shares”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each;
“Latest Practicable Date”	17 May 2022, being the latest practicable date prior to the printing of this Circular for ascertaining certain information in this Circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, but for the purposes of this Circular only, excludes Hong Kong, Macau and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiaries”	companies directly or indirectly controlled by the parties;
“%”	Per cent.

Note: For illustration purpose only, the exchange rate used in this Circular is HKD1.00 = RMB 0.8562

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhu Yanfeng (*Chairman*)

Mr. Yang Qing

Mr. You Zheng

Non-Executive Director:

Mr. Huang Wei

Independent Non-Executive Directors:

Mr. Zong Qingsheng

Mr. Leung Wai Lap, Philip

Mr. Hu Yiguang

Registered Office:

Special No. 1 Dongfeng Road

Wuhan Economic and Technology

Development Zone

Wuhan, Hubei 430056 PRC

Principal place of business in the PRC:

Special No. 1 Dongfeng Road

Wuhan Economic and Technology

Development Zone

Wuhan, Hubei 430056 PRC

Principal place of business in Hong Kong:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong SAR

Dear Sir or Madam

- (1) THE REPORT OF THE BOARD FOR 2021**
- (2) THE REPORT OF THE SUPERVISORY COMMITTEE FOR 2021**
- (3) THE INDEPENDENT AUDITORS' REPORT AND
AUDITED FINANCIAL STATEMENTS FOR 2021**
- (4) THE PROFIT DISTRIBUTION PROPOSAL OF THE COMPANY
FOR 2021 AND FINAL DIVIDEND PAYMENT**
- (5) INTERIM DIVIDEND FOR 2022**
- (6) RE-APPOINTMENTS OF ACCOUNTING FIRMS**
- (7) THE REMUNERATION OF THE DIRECTORS AND
THE SUPERVISORS FOR 2022**
- (8) GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE,
ALLOT AND DEAL WITH DOMESTIC SHARES AND H SHARES**

* For identification only

LETTER FROM THE BOARD

I. INTRODUCTION

The purposes of this Circular are:

- (a) to provide you with information relating to the resolutions proposed at the Annual General Meeting; and
- (b) to issue to you the notice of the AGM to consider and if thought fit, approve the proposed resolutions.

II. PROPOSED MATTERS FOR THE ANNUAL GENERAL MEETING

1. the report of the Board for the year ended 31 December 2021

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the report of the Board for the year ended 31 December 2021. For details, please refer to the 2021 annual report of the Company published on the Company's website and the Stock Exchange's website.

2. the report of the supervisory committee of the Company for the year ended 31 December 2021

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2021. For details, please refer to the 2021 annual report of the Company published on the Company's website and the Stock Exchange's website.

3. the independent auditors' report and audited financial statements of the Company for the year ended 31 December 2021

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the independent auditors' report and audited financial statements of the Company for the year ended 31 December 2021. For details, please refer to the 2021 annual report of the Company published on the Company's website and the Stock Exchange's website.

LETTER FROM THE BOARD

4. the profit distribution proposal of the Company for the year ended 31 December 2021 and final dividend payment for 2021

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2021 and the authorization to the Board to deal with all issues in relation to the Company's distribution of final dividend for the year 2021. For details, please refer to the 2021 annual report of the Company published on the Company's website and the Stock Exchange's website.

5. interim dividend for 2022

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the authorization to the Board to deal with all issues in relation to the Company's distribution of interim dividend for the year 2022 at its absolute discretion (including, but not limited to determine whether to distribute interim dividend for the year 2022).

6. re-appointments of accounting firms

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the re-appointments of PricewaterhouseCoopers as the international auditor of the Company for the year 2022, and PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Company for the year 2022 to hold office until the conclusion of annual general meeting for the year 2022, and to authorize the Board to determine their remunerations.

7. the remuneration of the Directors and the supervisors of the Company for 2022

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the remuneration of the Directors and the supervisors of the Company determined by the Board for the year 2022. Details are as below:

7.1 Annual Remuneration

No.	Positions	Annual Remuneration	Notes
1	Executive Directors	Nil	
2	Non-executive Directors	Nil	
3	Independent Non-executive Directors	Held by head of state-owned enterprise who quit his/her position RMB60,000-100,000 before tax (received according to the results of performance evaluation) Held by other personnel RMB120,000 after tax	Implemented according to SASAC (Guo Zi Ting Fen Pei [2016] No. 531)
4	Supervisors	Nil	
5	Independent Supervisors	Nil	

LETTER FROM THE BOARD

Notes:

- The Executive Directors and Non-executive Directors do not receive remuneration in their capacities of directors, while Executive Directors receive salaries in their capacities of employees of the Company and Non-executive Directors receive their relevant remuneration in the Company
- Executive and non-executive directors took part in the Scheme of Stock Appreciation Rights in their capacity of directors
- According to the relevant requirements, the independent directors and the independent supervisors shall not take part in the stock appreciation rights plan
- Internal Supervisors receive salaries in their capacities of employees of the Company rather than supervisors
- In-house supervisors took part in the Scheme of Stock Appreciation Rights in their capacity of employees of the Company instead of supervisors

7.2 Allowance of Meetings

No.	Positions		Allowance of meetings (RMB before tax)			Notes
			Meetings of the Board of Directors	Meetings of special committees	Meetings of the Board of Supervisors	
1	Executive Directors		Nil	Nil	Nil	
2	Non-executive Directors		Nil	Nil	Nil	
3	Independent Non-executive Directors	Held by head of state-owned enterprise who quit his/her position Held by other personnel	Nil Nil RMB3,000/ meeting	Nil Nil RMB2,000/ meeting	Nil Nil Nil	Implemented according to SASAC (Guo Zi Ting Fen Pei [2016] No. 531)
4	Supervisors		Nil	Nil	Nil	
5	Independent Supervisors		Nil	Nil	Nil	

LETTER FROM THE BOARD

8. To consider and approve the general mandate to the Board to issue, allot and deal with domestic shares and H shares

A special resolution will be proposed at the Annual General Meeting to consider and approve the general mandate to the Board to issue, allot and deal with domestic shares and H shares. Details are as below:

For the purpose of increasing the flexibility and efficiency of operation, to grant a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20 percent of total number of Domestic Shares in issue and additional H Shares not exceeding 20 percent of total number of H Shares in issue, and authorize the Board to make corresponding amendments to the Articles of Association of the Company as it thinks appropriate so as to reflect the new capital structure upon the allotment or issuance of shares.

“THAT

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of the Company and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H shares and to make or grant offers, agreements, options and powers of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and powers of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) each of the aggregate nominal amounts of Domestic Shares and H shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20 percent of each of the total number of Domestic Shares and H shares in issue as at the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; and

LETTER FROM THE BOARD

- (d) for the purposes of this resolution: “Relevant Period” means the period from (and including) the date of passing of this resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of a period of 12 months from the date of passing of the special resolution granting the general mandate; or (iii) the date of revocation or revision of the authority given under this resolution by a special resolution of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to the holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements, of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board shall be authorized to make corresponding amendments to the Articles of Association of the Company as it thinks appropriate so as to reflect the new capital structure upon the allotment or issuance of shares as provided in subparagraph (a) of paragraph (A) of this resolution.”

III. ANNUAL GENERAL MEETING

A notice concerning the convening of the Annual General Meeting to be held at 9:00 a.m. on Friday, 17 June 2022 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, PRC to consider and, if thought fit, to approve the proposed matters as set out in the notice of the Annual General Meeting, is set out on pages 8 to 12 of this Circular.

IV. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a shareholders’ general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions at the Annual General Meeting will be taken by way of a poll.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Directors believe that all the resolutions proposed for consideration and approval as set out in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favor of all the resolutions to be proposed at the AGM as set out in the notice of the AGM.

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board of
Dongfeng Motor Group Company Limited
Zhu Yanfeng
Chairman

20 May, 2022

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2021



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)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2021

NOTICE IS HEREBY GIVEN that an Annual General Meeting (hereinafter referred to as the “AGM”) of Dongfeng Motor Group Company Limited (hereinafter referred to as the “**Company**”) for the year 2021 will be held at 9:00 a.m. on Friday, 17 June 2022 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, the People’s Republic of China (hereinafter referred to as the “**PRC**”) for the purposes of considering and, if thought appropriate, passing with or without amendments, the following resolutions:

I. AS ORDINARY RESOLUTIONS:

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2021.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2021.
3. To consider and approve the independent auditors’ report and audited financial statements of the Company for the year ended 31 December 2021.
4. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2021, and authorize the Board to deal with all issues in relation to the Company’s distribution of final dividend for the year 2021.
5. To consider and approve the authorization to the Board to deal with all issues in relation to the Company’s distribution of interim dividend for the year 2022 at its absolute discretion (including, but not limited to determine whether to distribute interim dividend for the year 2022).

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2021

6. To consider and approve the re-appointments of PricewaterhouseCoopers as the international auditor of the Company for the year 2022, and PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Company for the year 2022 to hold office until the conclusion of annual general meeting for the year 2022, and to authorize the Board to determine their remunerations.
7. To consider and approve the remuneration of the directors and the supervisors of the Company determined by the Board for the year 2022.

II. AS SPECIAL RESOLUTIONS:

8. For the purpose of increasing the flexibility and efficiency of operation, to grant a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20 percent of total number of Domestic Shares in issue and additional H Shares not exceeding 20 percent of total number of H Shares in issue, and authorize the Board to make corresponding amendments to the Articles of Association of the Company as it thinks appropriate so as to reflect the new capital structure upon the allotment or issuance of shares.

“THAT

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of the Company and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H shares and to make or grant offers, agreements, options and powers of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and powers of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) each of the aggregate nominal amounts of Domestic Shares and H shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20 percent of each of the total number of Domestic Shares and H shares in issue as at the date of passing this resolution, otherwise than pursuant to (i) a Rights

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2021

Issue or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from (and including) the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of a period of 12 months from the date of passing of the special resolution granting the general mandate; or
- (iii) the date of revocation or revision of the authority given under this resolution by a special resolution of the Company in a general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to the holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements, of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board shall be authorized to make corresponding amendments to the Articles of Association of the Company as it thinks appropriate so as to reflect the new capital structure upon the allotment or issuance of shares as provided in subparagraph (a) of paragraph (A) of this resolution.”

By order of the Board

Zhu Yanfeng

Chairman

Wuhan, the PRC, 20 May 2022

As at the date of this notice, Mr. Zhu Yanfeng, Mr. Yang Qing and Mr. You Zheng are the executive directors of the Company. Mr. Huang Wei is the non-executive director of the Company, and Mr. Zong Qingsheng, Mr. Leung Wai Lap, Philip and Mr. Hu Yiguang are the independent non-executive directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2021

Notes:

1. (1) ELIGIBILITY FOR ATTENDING THE GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS FOR H SHARES

In order to determine the shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022, both days inclusive. In order to attend and vote at the AGM, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on Monday, 13 June 2022, being the last share registration date.

2. PROXY

- (1) A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies may only exercise the voting rights via voting.
- (2) The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand(s) of its director(s) or duly authorized attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
- (3) In order to be valid, the 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 for holders of the Domestic Shares and at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, for holders of the H Shares not less than 24 hours before the time appointed for the AGM (i.e. no later than 9:00 a.m. on 16 June 2022).
- (4) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the AGM.

3. REGISTRATION PROCEDURE FOR ATTENDING THE AGM

- (1) A shareholder or his proxy shall produce proof of identity when attending the AGM. If a shareholder is a corporation, its legal representative or other person authorized by the board of directors or other competent body of such shareholder may attend the AGM by producing a copy of the resolution of the board of directors or other competent body of such shareholder appointing such person to attend the meeting.
- (2) In accordance with the Articles of Association of the Company, 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 this notice, to attend and exercise all the voting rights attached to such share at the AGM, and this notice shall be deemed to be given to all joint holders of such share.

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2021

4. MISCELLANEOUS

- (1) The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.

- (2) 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

Tel: (852) 2862 8628

Fax: (852) 2865 0990

- (3) The address and contact details of the Company's principle place of business in the PRC are as follows:

Address: Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People's Republic of China

Postcode: 430056

Tel: (8627) 8428 5274

Fax: (8627) 8428 5057

* *For identification purposes only*