



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 ANNUAL GENERAL MEETING FOR THE YEAR 2023 ^(Note 1)

Number of H Shares to which this Form of Proxy relates ^(Note 3)	
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Important: If the shareholders of the Company have not yet lodged the original form of proxy for the annual general meeting for year 2023 (published by the Company on 30 May 2024 together with, among other things, the notice of the annual general meeting for the year 2023 (the “Meeting” or “General Meeting”)) (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 shareholder. 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 on the appointment of Mr. Zhou Zhiping as an executive director which is 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 annual general meeting of the Company (the “AGM”) to be held at 9:00 a. m. on Friday, 21 June 2024 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the PRC (and at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice and the supplemental notice convening the AGM and at the AGM (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.

Ordinary Resolutions		For	Against
1.	To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2023.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2023.		
3.	To consider and approve the independent auditor’s report and audited financial statements of the Company for the year ended 31 December 2023.		
4.	To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2023.		
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 2024 at its absolute discretion (including, but not limited to determining whether to distribute interim dividend for the year 2024).		

Ordinary Resolutions		For	Against
6.	To consider and approve the appointments of Ernst & Young as the international auditor of the Company for the year 2024, and Ernst & Young Hua Ming LLP as the domestic auditor of the Company for the year 2024 to hold office until the conclusion of annual general meeting for the year 2024, 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 2024.		
Special Resolution			
8.	To consider and, if thought fit, to approve the general mandate for the Board, and the persons authorised by the Board to repurchase the Company's H shares.		
Additional Ordinary Resolution			
9.	To consider and approve the appointment of Zhou Zhiping as an executive director.		

Signature(s) ^(Note 7) : _____

Date: _____ 2024

Notes:

- IMPORTANT: YOU SHOULD FIRST REVIEW THE NOTICE AND THE CIRCULAR OF ANNUAL GENERAL MEETING OF THE COMPANY DATED 30 MAY 2024 AND THE SUPPLEMENTAL NOTICE AND THE SUPPLEMENTAL CIRCULAR OF ANNUAL GENERAL MEETING OF THE COMPANY DATED 3 JUNE 2024 BEFORE APPOINTING YOUR PROXY.**
- Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in BLOCK CAPITALS.
- 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).
- Please strike out the type of shares (domestic shares or H shares) to which this form of proxy does not relate.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING** ^(Note 5), or” and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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 or abstain from voting at his/her/its discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- 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.
- 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 AGM, to attend and exercise all the voting powers attached to such share at the AGM.
- 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 fixed for holding the AGM (i.e. not later than 9:00 a.m. on Thursday, 20 June 2024) or any adjournment thereof (as the case may be).
- 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
- 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
- A shareholder or his/her/its proxy shall produce proof of identity when attending the AGM. If a corporate shareholder appoints its legal representative to attend the AGM, 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 AGM.
- References to time and dates in this Form of Proxy are to Hong Kong times and dates.

* For identification purposes only