

---

## DEFINITIONS

---

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below.

“AMC Debt”	the debt referred to in the section of this prospectus headed Future Plans and Use of Proceeds — Use of Proceeds
“Application Form(s)”	white application form(s) and yellow application form(s), or where the context so requires, any of them
“Articles of Association” or “Articles”	the articles of association of the Company, adopted on 14 <sup>th</sup> October, 2004 and as amended from time to time
“Associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Broker Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	東風汽車集團股份有限公司 (Dongfeng Motor Group Company Limited), a joint stock limited company registered in the PRC on 12 <sup>th</sup> October, 2004 in accordance with the Company Law, or where the context refers to any time prior to the date of incorporation, those entities and businesses which were contributed to and conducted by the Company upon its establishment

## DEFINITIONS

“Company Law”	中華人民共和國公司法 (the Company Law of the PRC), as enacted by the Standing Committee of the Eighth NPC on 29 <sup>th</sup> December, 1993 and effective on 1 <sup>st</sup> July, 1994, as amended, supplemented or otherwise modified from time to time
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission), a regulatory body responsible for the supervision and regulation of the PRC national securities market
“Director(s)”	the directors of the Company
“Domestic Shares”	ordinary shares in the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and credited as fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities
“Dongfeng Joint Venture Companies”	Jointly-controlled Entities in which the Company, its subsidiaries or Jointly-controlled Entities (including their respective subsidiaries and Jointly-controlled Entities) have equity interests as at the Prospectus Date and “Dongfeng Joint Venture Company” shall be construed accordingly. Please refer to page 28 of this prospectus for further information regarding the references made in this prospectus in relation to the Dongfeng Joint Venture Companies, Dongfeng Motor Group and the Group
“Dongfeng Motor Corporation”	東風汽車公司 (Dongfeng Motor Corporation), a State-owned enterprise incorporated under the laws of the PRC which directly holds a 100% equity interest in the registered capital of the Company immediately prior to the Global Offering and which is the sole Promoter
“Dongfeng Motor Corporation Group”	the Parent Group and the Dongfeng Motor Group
“Dongfeng Motor Group”	the Group, the Dongfeng Joint Venture Companies and their respective subsidiaries and associates. All information given in this prospectus with respect to the Dongfeng Motor Group includes information of the Group and all such companies collectively, without regard to the ownership level of the members of the Group in such companies. Please refer to further page 28 of this prospectus for further information regarding the references made in this prospectus in relation to the Dongfeng Joint Venture Companies, Dongfeng Motor Group and the Group

## DEFINITIONS

“Equity Repurchase Transaction”	the repurchase by the Company of 42.86% of its equity capital held by China Huarong Asset Management Corporation (中國華融資產管理公司), China Cinda Asset Management Corporation (中國信達資產管理公司), China Orient Asset Management Corporation (中國東方資產管理公司), China Great Wall Asset Management Corporation (中國長城資產管理公司) and China Development Bank (國家開發銀行) at a total consideration of RMB4,613.5 million which took effect on 11 <sup>th</sup> August, 2004 and completed on 6 <sup>th</sup> September, 2004 as part of the Reorganisation
“Euro”	the single currency of the member states of the European Communities that adopt or have adopted the euro as their lawful currency under the legislation of the European Community for Economic Monetary Union.
“Global Coordinator”	China International Capital Corporation Limited
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group”	the Company and its subsidiaries. Please refer to page 28 of this prospectus for further information regarding the references made in this prospectus in relation to the Dongfeng Joint Venture Companies, Dongfeng Motor Group and the Group
“H Shares”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and which are to be listed on the Stock Exchange
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offering”	the offering by the Company of initially 248,326,000 H Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” of this prospectus) for cash at the Offer Price and on the terms and conditions described in this prospectus and the Application Forms

---

## DEFINITIONS

---

“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section of this prospectus headed “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offering entered into among the Company, the Selling Shareholder, the Joint Global Bookrunners and the Hong Kong Underwriters
“IFRSs”	International Financial Reporting Standards
“International Offer Shares”	the H Shares offered pursuant to the International Offering
“International Offering”	the offering of an aggregate of 2,234,924,000 H Shares by the Company and the Selling Shareholder outside the United States (including to professional investors in Hong Kong, other than to retail investors in Hong Kong) in reliance on Regulation S, and in the United States to QIBs in reliance on Rule 144A or another exemption from the registration requirements of the U.S. Securities Act and a public offering without listing in Japan as further described in the section of this prospectus headed “Structure of the Global Offering”
“International Purchasers”	the underwriters of the International Offering who are expected to enter into the International Purchase Agreement as purchasers to underwrite the International Offering
“International Purchase Agreement”	the international purchase agreement relating to the International Offering which is expected to be entered into among the Company, the Selling Shareholder, the Joint Global Bookrunners and the International Purchasers
“Japanese Yen”	Japanese Yen, the lawful currency of Japan
“Joint Global Bookrunners”	China International Capital Corporation Limited, Deutsche Bank AG, Hong Kong Branch and Merrill Lynch, Pierce, Fenner & Smith Incorporated
“Joint Sponsors”	the joint sponsors of the listing of the H Shares on the Stock Exchange, being China International Capital Corporation (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch and Merrill Lynch Far East Limited

---

## DEFINITIONS

---

### “Joint Venture Company”

a joint venture company is a company set up by contractual agreement, whereby joint venture parties undertake an economic activity. A joint venture company operates as a separate entity in which each party has an interest

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits and losses from the joint venture company’s operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with terms of the joint venture agreement.

A joint venture company is treated by a joint venture party as:

- (a) a subsidiary, if the joint venture party has unilateral control, directly or indirectly, over the joint venture company;
- (b) a jointly-controlled entity, if the joint venture party does not have unilateral control, but has joint control, directly or indirectly, over the joint venture company;
- (c) an associate, if the joint venture party does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture company’s registered capital and is in a position to exercise significant influence over the joint venture company; or
- (d) an investment, if the joint venture party holds, directly or indirectly, less than 20% of the joint venture company’s registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture company

### “Jointly-controlled Entity” or “JCE”

a jointly-controlled entity is a Joint Venture Company which is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity. A joint venture party’s investments in its Jointly-controlled Entities can be accounted for by proportionate consolidation, which involves recognizing a

---

## DEFINITIONS

---

proportionate share of the joint venture's assets, liabilities, income and expenses with similar items in the consolidated financial statements of the joint venture party on a line-by-line basis. When the profit sharing ratio is different to the joint venture party's equity interests in the Jointly-controlled Entities, the joint venture party's share of their assets, liabilities, income and expenses is determined based on the agreed profit sharing ratio. The results of Jointly-controlled Entities are included in the joint venture party's profit and loss account to the extent of dividends received and receivable. The joint venture party's investments in Jointly-controlled Entities are treated as long term assets and are stated at cost less impairment losses

“Latest Practicable Date”	19 <sup>th</sup> November, 2005
“Listing”	the listing of the Company on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Listing Date”	the date, expected to be on or about 7 <sup>th</sup> December, 2005, on which the H Shares are listed and on which dealing on the Stock Exchange first commence
“Macau”	the Macau Special Administrative Region of the PRC
“Mandatory Provisions”	到境外上市公司章程必備條款 (the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas) (as amended and supplemented from time to time), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, which were promulgated by the Securities Commission of the State Council and the former State Commission for Restructuring the Economic Systems of the PRC on 27 <sup>th</sup> August, 1994, as amended, supplemented or otherwise modified from time to time
“Ministry of Commerce”	中國商務部 (the PRC Ministry of Commerce), whose predecessors include MOFTEC
“Ministry of Finance”	中國財政部 (the PRC Ministry of Finance), the ministry responsible for the administration of State revenues and expenditures, financial and taxation policies and overall supervision of financial and taxation policies and overall supervision of financial institutions

## DEFINITIONS

“MIRA”	MIRA Ltd, a company limited by guarantee which is incorporated in the United Kingdom and which is an independent provider of product engineering, research testing, information and certification to the worldwide automotive industry
“MOFTEC”	中國對外貿易經濟合作部 (the PRC Ministry of Foreign Trade and Economic Co-operation), which has been merged into the Ministry of Commerce in 2003
“Net Profit of the Group”	the Group’s consolidated profit attributable to the equity holders of the parent (the parent being the Company) as stated in the Accountants’ Report set out in Appendix I to this prospectus
“NDRC”	國家發展和改革委員會 (the National Development and Reform Commission)
“NPC” or “National People’s Congress”	全國人民代表大會 (the National People’s Congress)
“NCSHF”	全國社會保障基金理事會 (the National Council for Social Security Fund, PRC)
“Offer Price”	the final price per H Share in Hong Kong dollars (exclusive of brokerage, SFC transaction levy, investor compensation levy and the Stock Exchange trading fee) at which the H Shares are to be subscribed for and issued pursuant to the Hong Kong Public Offering, to be determined as further described in the section headed “Structure of the Global Offering — Pricing of the Global Offering” in this prospectus
“Offer Shares”	the Public Offer Shares and the International Offer Shares together, where relevant, with any additional H Shares issued and sold pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the options to be granted by the Company and the Selling Shareholder to the Joint Global Bookrunners on behalf of the International Purchasers exercisable by the Joint Global Bookrunners pursuant to the International Purchase Agreement, to be exercisable at any time from the day on which trading of the H Shares commences on the Stock Exchange until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 338,620,000 additional H Shares and the Selling Shareholder to sell an aggregate of up to

---

## DEFINITIONS

---

	33,862,000 additional H Shares, together representing approximately 15% of the initial Offer Shares, at the same price per H Share under the International Offering, to, amongst other things, cover over-allocations in the International Offering, if any
“Parent Group”	Dongfeng Motor Corporation and its subsidiaries (excluding the Group)
“PBOC”	中國人民銀行 (the People’s Bank of China), the central bank of the PRC
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the PBOC based on the previous day’s China interbank foreign exchange market rate and with reference to current exchange rates on the world financial markets
“PRC” or “China”	the People’s Republic of China. Except where the context requires, geographical references in this prospectus to the PRC or China exclude Hong Kong, Macau or Taiwan
“PRC GAAP”	generally accepted accounting principles in China
“Price Determination Date”	the date, expected to be on or around 30 <sup>th</sup> November, 2005 but no later than 5 <sup>th</sup> December, 2005, on which the Offer Price is fixed for the purposes of the Global Offering
“Promoter”	the initial promoter of the Company, being Dongfeng Motor Corporation
“Prospectus Date”	the date of this prospectus
“Public Offer Shares”	the H Shares offered for subscription pursuant to the Hong Kong Public Offering
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Period”	each of the Group’s financial years ended 31 <sup>st</sup> December, 2002, 2003 and 2004 and the six months ended 30 <sup>th</sup> June, 2004 and 2005, together the “Relevant Periods”



## DEFINITIONS

“Reorganisation”	the reorganisation of assets and liabilities of the Group and the Parent Group and their respective subsidiaries and associates which is more particularly described in the section headed “I. Further information about the Company — 4. Corporate Reorganisation” in Appendix VIII to this prospectus
“Reorganisation Agreement”	the reorganisation agreement dated 29 <sup>th</sup> October, 2005 entered into between the Company and Dongfeng Motor Corporation
“Research & Development Centre”	東風汽車集團股份有限公司技術中心 (The Dongfeng Motor Group Company Limited Technological Centre), a research and development centre which is owned by the Company
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	中國國家外匯管理局 (the PRC State Administration of Foreign Exchange), the PRC Government agency responsible for matters relating to foreign exchange administration
“Sallmanns”	Sallmanns (Far East) Limited, professional surveyors and property valuers
“SASAC”	國務院國有資產監督管理委員會 (the PRC State-owned Assets Supervision and Administration Commission of the State Council)
“Selling Shareholder”	Dongfeng Motor Corporation, as the registered holder of the State-owned Shares, the NCSSF, as the beneficial owner of the State-owned Shares, and the Company as the attorney of the NCSSF in respect of the sale of the State-owned Shares in the Global Offering, as further described in the section of this prospectus headed “Structure of the Global Offering — Selling Shareholder”
“SETC”	中國國家經濟貿易委員會 (the PRC State Economic and Trade Commission)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

## DEFINITIONS

“Shanghai Stock Exchange”	上海證券交易所 (the Shanghai Stock Exchange of China)
“Share(s)”	ordinary shares of the Company with a nominal value of RMB1.00 each, comprising both Domestic Shares and H Shares
“Special Regulations”	國務院關於股份有限公司境外募集股份及上市的特別規定 (the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies), promulgated by the State Council on 4 <sup>th</sup> August, 1994, as amended, supplemented or otherwise modified from time to time
“State,” “state,” “PRC Government” or “PRC government”	the central government of the PRC including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“State Council”	中國國務院 (the State Council of the PRC)
“State-owned Shares”	up to 259,612,000 Shares offered by the Selling Shareholder under the International Offering and if the Over-allotment Option is exercised in full, the legal interest in which is held by Dongfeng Motor Corporation as the registered holder, and the beneficial interest in which is held by the NCSSF, as further described in the section of this prospectus headed “Structure of the Global Offering — Selling Shareholder”
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the members of the supervisory committee of the Company
“Underwriters”	collectively, the Hong Kong Underwriters and the International Purchasers
“Underwriting Agreements”	collectively, the Hong Kong Underwriting Agreement and the International Purchase Agreement
“United States” or “U.S.”	the United States of America
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	the United States Securities Act of 1933, as amended

---

## DEFINITIONS

---

“U.S.\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“WTO”	World Trade Organization

For the purpose of illustration only and unless otherwise specified in this prospectus, amounts in Hong Kong dollars have been translated into U.S. dollars (and vice versa) at the rate of U.S.\$1.00=HK\$7.7521, being the Federal Reserve Bank of New York noon buying rate on 7<sup>th</sup> November, 2005 and into Renminbi at the rate of RMB1.0428=HK\$1.00 (and vice versa), being the People’s Bank of China rate prevailing on 7<sup>th</sup> November, 2005. The Hong Kong dollar is freely convertible into the U.S. dollar, and has been linked to the U.S. dollar at the rate of U.S.\$1.00=HK\$7.80 since 30<sup>th</sup> June, 1983 until May 2005 and at a rate of HK\$7.75 to HK\$7.85 per U.S. dollar since May 2005. Translations of Renminbi into U.S. dollars (and vice versa) have been made at the rate of U.S.\$1.00=RMB8.0877, being the Federal Reserve Bank of New York noon buying rate on 7<sup>th</sup> November, 2005. No representation is made that any of the above currencies could have been, or could be, converted into such other currencies at such rates or at any other rates on such date or on any other dates.

**In this prospectus, unless otherwise specified, all references to revenues, profits and other financial information of the Group include those of the relevant Dongfeng Joint Venture Companies to the extent that such information has been proportionately consolidated or otherwise reflected in the Accountants’ Report set out in Appendix I to this prospectus. Subject to the above and unless otherwise specified, all information in this prospectus relating to the Dongfeng Motor Group includes information of the Group and all companies (including Dongfeng Joint Venture Companies and Associates) in which the members of the Group have direct or indirect equity interests, as at the Prospectus Date, without regard to the ownership level of, or the proportion of interest held by, the members of the Group in such companies. It should be noted that the Company (the H Shares of which are being offered in the Global Offering) and its subsidiaries only hold up to 50% of interest in the Dongfeng Joint Venture Companies.**

Unless otherwise specified, all references to any shareholdings in the Company assumes no exercise of the Over-allotment Option.

Unless expressly stated or the context requires, all data in this prospectus are as at the Prospectus Date.