

The following unaudited pro forma financial information prepared in accordance with Rule 4.29 of the Listing Rules is for illustrative purposes only, and is set out here to provide the investors with further information about (i) how the proposed listing might have affected the net tangible assets of the Group after completion of the Global Offering; and (ii) how the proposed listing might have affected the fully diluted forecast earnings per share of the Group for the year ending 31st December, 2005 as if the Global Offering had taken place on 1st January, 2005. Although reasonable care has been exercised in preparing the said information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial results and positions of the financial periods concerns.

(A) UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following is an illustrative statement of unaudited pro forma adjusted net tangible assets of the Group which has been prepared for the purpose of illustrating the effect of the Global Offering as if they had taken place on 30th June, 2005 and is based on the Group's audited consolidated equity attributable to the equity holders of the parent as at 30th June, 2005 as shown in the accountants' report, the text of which is set out in Appendix I to this prospectus, and is adjusted as follows:

	The Group's audited consolidated equity attributable to the equity holders of the parent as at 30 th June, 2005	Less: Goodwill and Intangible assets	Add: Estimated net proceeds receivable by the Company from the Global Offering	Unaudited pro forma adjusted net tangible assets	Unaudited pro forma adjusted net tangible asset value per Share	Unaudited pro forma adjusted net tangible asset value per Share
	RMB million	RMB million	Note 1 RMB million	Note 2 RMB million	Note 3 RMB	Note 4 HK\$ equivalent
Based on an Offer Price of HK\$1.45 per H Share . . .	8,697	(1,089)	3,016	10,624	1.28	1.23
Based on an Offer Price of HK\$1.85 per H Share . . .	8,697	(1,089)	3,926	11,534	1.39	1.34

This statement has been prepared for illustrative purposes only and because of its nature, it may not give a true picture of financial position of the Group following the Global Offering.

Notes:

1. The estimated net proceeds from the Share Offer are based on an Offer Price of HK\$1.45 or HK\$1.85 per H Share after deduction of the underwriting fees and other related expenses payable by the Group and takes no account of any H Share which may be issued upon exercise of the Over-allotment Option.
2. The unaudited pro forma adjusted net tangible assets are calculated without taking into account any H Shares which may be issued upon exercise of the Over-allotment Option and the dividend of RMB1,390 million approved in the shareholder's meeting of the Company on 29th October, 2005.
3. The unaudited pro forma adjusted net tangible asset value per Share is calculated based on 8,277,500,000 Shares in issue immediately following the completion of the Global Offering without taking into account any H Shares which may be issued upon the exercise of the Over-allotment Option.
4. The unaudited pro forma adjusted net tangible asset value per Share is converted into Hong Kong dollars at an exchange rate of RMB1.0428 to HK\$1.00, the PBOC Rate prevailing on 7th November, 2005.
5. With reference to the valuation of the Group's property interests as set out in Appendix IV to this prospectus, the aggregate revalued amount of the property interests of the Group, less the amount attributable to minority interests, was approximately RMB1,452 million (equivalent to approximately HK\$1,392 million based on an exchange rate of RMB1.0428 to HK\$1.00, the PBOC Rate prevailing on 7th November, 2005). The unaudited net book values of these properties as at 30th June, 2005 and 31st August, 2005 less the amount attributable to minority interests were approximately RMB1,176 million and RMB1,171 million, respectively (equivalent to approximately HK\$1,128 million and HK\$1,123 million, respectively based on an exchange rate of RMB1.0428 to HK\$1.00, the PBOC Rate prevailing on 7th November, 2005) and the difference represented depreciation of these properties for the two months ended 31st August, 2005. Therefore, the revaluation surplus as at 31st August, 2005 is approximately RMB281 million (equivalent to approximately HK\$269 million based on an exchange rate of RMB1.0428 to HK\$1.00, the PBOC Rate prevailing on 7th November, 2005), which has not been included in the above unaudited pro forma adjusted net tangible assets of the Group. **Such a revaluation surplus will not be recorded in the Group's financial statements for the year ending 31st December, 2005 as the Group accounts for its property interests at cost.** If such revaluation surplus was included in the Group's financial statements for the year ending 31st December, 2005, an additional depreciation charges of approximately RMB6 million (equivalent to approximately HK\$6 million based on an exchange rate of RMB1.0428 to HK\$1.00, the PBOC Rate prevailing on 7th November, 2005) would be incurred.

(B) UNAUDITED PRO FORMA FULLY DILUTED FORECAST EARNINGS PER SHARE

Forecast consolidated profit attributable to the equity holders of the parent for the year ending 31 st December, 2005 (<i>Notes 1 and 3</i>)	not less than RMB1,520 million (HK\$1,458 million)
Unaudited pro forma forecast earnings per Share — fully diluted (<i>Notes 2 and 3</i>)	RMB18.36 cents (HK¢17.61)

Notes:

- The Group's forecast consolidated profit attributable to the equity holders of the parent for the year ending 31st December, 2005 is extracted from the section headed "Financial information — Profit forecast" in the prospectus. The bases and assumptions on which the above profit forecast for the year ending 31st December, 2005 has been prepared are summarised in Appendix III to the prospectus.*

The Group's forecast consolidated profit attributable to the equity holders of the parent for the year ending 31st December, 2005 prepared by the Directors is based on the audited consolidated results of the Group for the six months ended 30th June, 2005, the results shown in the unaudited management accounts of the Group for the three months ended 30th September, 2005 and a forecast of the results of the Group for the remaining three months ending 31st December, 2005. The forecast has been prepared on the basis of the accounting policies consistent in all material aspects with those currently adopted by the Group as summarised in the accountants' report, the text of which is set forth in Appendix I to the prospectus.
- The calculation of the unaudited pro forma forecast earnings per Share on a fully diluted basis is based on the Group's forecast consolidated profit attributable to the equity holders of the parent for the year ending 31st December, 2005 and a total of 8,277,500,000 Shares in issue during the entire year. This calculation assumes that the Over-allotment Option will not be exercised and the H shares issued pursuant to the Global Offering were issued on 1st January, 2005.*
- The Group's forecast consolidated profit attributable to the equity holders of the parent and the unaudited pro forma fully diluted forecast earnings per Share are converted into Hong Kong dollars at an exchange rate of RMB1.0428 to HK\$1.00, the PBOC Rate prevailing on 7th November, 2005.*

(C) COMFORT LETTER ON UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS AND UNAUDITED PRO FORMA FULLY DILUTED FORECAST EARNINGS PER SHARE

The following is the text of a report from Ernst & Young, the reporting accountants to the Company, in respect of the unaudited pro forma adjusted net tangible assets and the unaudited pro forma fully diluted forecast earnings per share.



18th Floor
Two International Finance Centre
8 Finance Street
Central
Hong Kong

24th November, 2005

The Directors
Dongfeng Motor Group Company Limited
China International Capital Corporation (Hong Kong) Limited
Deutsche Bank AG, Hong Kong Branch
Merrill Lynch Far East Limited

Dear Sirs,

We report on the unaudited pro forma adjusted net tangible assets (the “Unaudited Pro Forma Adjusted Net Tangible Assets”) and the unaudited pro forma fully diluted forecast earnings per share (the “Unaudited Pro Forma Fully Diluted Forecast Earnings Per Share”) set out in sections A and B of Appendix II, respectively, to the prospectus of Dongfeng Motor Group Company Limited (the “Company”) dated 24th November, 2005 (the “Prospectus”) in connection with the placing and public offer of 2,483,250,000 shares of RMB1 each in the Company (the “Open Offer”), which has been prepared by the directors of the Company, for illustrative purposes only, to provide information about how the proposed Open Offer might have affected the financial information presented.

RESPONSIBILITIES

It is the responsibility solely of the directors of the Company to prepare the Unaudited Pro Forma Adjusted Net Tangible Assets and the Unaudited Pro Forma Fully Diluted Forecast Earnings Per Share in accordance with paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

It is our responsibility to form an opinion on the Unaudited Pro Forma Adjusted Net Tangible Assets and the Unaudited Pro Forma Fully Diluted Forecast Earnings Per Share and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Adjusted Net Tangible Assets and the Unaudited Pro Forma Fully Diluted Forecast Earnings Per Share beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

BASIS OF OPINION

Where applicable, we conducted our work in accordance with the Statements of Investment Circular Reporting Standards and Bulletin 1998/8 “Reporting on pro forma financial information pursuant to the Listing Rules” issued by the Auditing Practices Board in the United Kingdom. Our work consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Adjusted Net Tangible Assets and the Unaudited Pro Forma Fully Diluted Forecast Earnings Per Share with the directors of the Company. Our work did not involve independent examination of any of the underlying financial information.

Our work does not constitute an audit or review made in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants, and accordingly, we do not express any such audit or review assurance on the Unaudited Pro Forma Adjusted Net Tangible Assets and the Unaudited Pro Forma Fully Diluted Forecast Earnings Per Share.

The Unaudited Pro Forma Adjusted Net Tangible Assets and the Unaudited Pro Forma Fully Diluted Forecast Earnings Per Share are for illustrative purposes only based on the directors’ judgements and assumptions set out in sections A and B of Appendix II, and, because of its nature, it does not provide any assurance or indication that any event will take place in the future and may not give an indicative financial position of the Company and its subsidiaries (the “Group”) as at 30th June, 2005 or at any future date or the earnings per share of the Group for any future periods.

OPINION

In our opinion:

- (a) the Unaudited Pro Forma Adjusted Net Tangible Assets and the Unaudited Pro Forma Fully Diluted Forecast Earnings Per Share have been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Adjusted Net Tangible Assets and the Unaudited Pro Forma Fully Diluted Forecast Earnings Per Share as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Yours faithfully,

Ernst & Young
Certified Public Accountants
Hong Kong