

Notice of Annual General Meeting and Relating Information

Notice of Annual General Meeting for the year 2006

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “AGM”) of Dongfeng Motor Group Company Limited (the “Company”) for the year 2006 will be held at 9:00 a.m. on Monday, 18 June 2007 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, the People’s Republic of China (the “PRC”) for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions:

I. As ordinary resolutions:

1. To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2006.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2006.
3. To consider and approve the report of the international auditors and audited financial statements of the Company for the year ended 31 December 2006.
4. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2006 and the authorisation to the Board to deal with all issues relating to the distribution of the final dividend for the year 2006.
5. To consider and approve the authorisation to the Board to deal with all issues in relation to the Company’s distribution of interim dividend for the year 2007 at its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2007).
6. To consider and approve the re-appointment of Ernst & Young as the international auditors of the Company, and Ernst & Young Hua Ming as the PRC auditors of the Company for the year 2007 to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remuneration.
7. To consider and approve the authorisation of the Board to fix the remuneration of the directors and the supervisors of the Company for the year 2007.
8. To consider and approve Rules of Procedures for Shareholders’ Meeting of Dongfeng Motor Group Company Limited, Rules of Procedures for the Board of Directors’ Meeting of Dongfeng Motor Group Company Limited, and Rules of Procedures for the Supervisory Committee of Dongfeng Motor Group Company Limited (the “Rules of Procedures”) (note (1)).

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II. As special resolutions:

9. For the purpose of increasing the flexibility and efficiency in operation, to give a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20 per cent. of the Domestic Shares in issue and additional H Shares not exceeding 20 per cent. of the H Shares in issue and authorise the Board to make corresponding amendments to the Articles of Association of the Company as it thinks fit 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 rights 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 authorise 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 rights 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 per cent. of each of the aggregate nominal amounts of Domestic Shares and H shares in issue 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
- (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:

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- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its Articles of Association or by law to be held; or
- (iii) the revocation or variation 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 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 recognised 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 be authorised to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issue of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

10. To authorise the Board of the Company to issue short-term debentures as it thinks fit to improve the debt structure of the Company and to lower its finance costs:

“THAT

- (A) given that the general meeting held on 16 June 2006 approved the Company to issue public short-term debentures with a maximum maturity term of 365 days and a maximum outstanding amount of RMB4 billion through a book-building and centralised placing process in the PRC inter-bank debenture market on a discounted basis, which were underwritten by the underwriting syndicate led by China Construction Bank Corporation, being the lead underwriter, and the Company has issued short-term debentures of RMB1.9 billion, the Board is authorised to continually appoint China Construction Bank Corporation as the lead underwriter to organize the issuance of short-term debentures with a maximum outstanding amount of RMB2.1 billion and a maximum maturity term of 365 days with reference to the financial and operational conditions of the Company within twelve (12) months of the passing of this resolution.

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- (B) (a) in addition to the issuance of short-term debentures proposed in paragraph (A) above, the Board is authorised to apply to relevant authorities in the PRC with reference to the financial and operational conditions of the Company for a public issuance of short-term debentures with a maximum outstanding amount of RMB4 billion and a maximum maturity term of 365 days in the PRC inter-bank debenture market on a discounted basis within twelve months from the passing of this resolution; and
- (b) the approval granted to the Board in paragraph (a) authorises the Board to determine the exact issuance time and amount of the short-term debentures as it thinks fit and to deal with such issues as the registration of the issuance of short-term debentures with relevant authorities in the PRC.”

By order of the Board
XU PING
Chairman

27 April 2007, Wuhan, the PRC

As at the date of this notice, Mr Xu Ping, Mr Liu Zhangmin, Mr Zhou Wenjie, Mr Li Shaozhu and Mr Fan Zhong are the executive directors of the Company; Mr Tong Dongcheng, Mr Ouyang Jie, Mr Liu Weidong and Mr Zhu Fushou are the non-executive directors of the Company and Mr Sun Shuyi, Mr Ng Lin-fung and Mr Yang Xianzu are the independent non-executive directors of the Company.

Notes:

- (1) The Rules of Procedures do not form part of the Articles of Association of the Company. If any matters contained in the Rules of Procedures are in any way inconsistent with any laws, regulations, administrative regulations (including but not limited to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) or the Articles of Association of the Company, the latter shall prevail.
- (2) According to the Articles of Association of the Company, the resolutions will be determined on a show of hands unless a poll is demanded before or after any vote on a show of hands. A poll may be demanded by (i) the chairman of the meeting; or (ii) at least two shareholders having the right to vote, present in person or by proxy; or (iii) one or more shareholders present in person or by proxy who solely or jointly hold(s) 10 per cent. or more of the shares with rights to vote at the meeting.

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- (3) In order to determine the list of shareholders who are entitled to attend the AGM and to qualify for the final dividend, the registers of members of the Company will be closed from Friday, 18 May 2007 to Monday, 18 June 2007, both days inclusive, during which period no transfer of shares will be effected. In order to attend and vote at the AGM and to qualify for the final dividend, 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 or before 4:00 p.m. on Thursday, 17 May 2007.
- (4) 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 need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies may only vote in a poll.
- (5) The instrument appointing a proxy shall be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporation, that instrument shall be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document shall be notarised.
- (6) In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) shall 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 later than 9:00 a.m. on Sunday, 17 June 2007.
- (7) 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 of 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 to the above effect shall have been received by the Company prior to the commencement of the AGM.
- (8) For information purpose only, shareholders who intend to attend the AGM in person or by proxy shall return the reply slip to the Secretariat of the Board at the Company's principal place of business in the PRC for holders of the Domestic Shares and to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, for holders of the H Shares on or before Monday, 28 May 2007 by hand, by post or by fax.

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- (9) The address and contact details of the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

Room 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong.
Tel: (852)2862 8628
Fax: (852)2865 0990

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

Special No. 1 Dongfeng Road
Wuhan Economic and Technology Development Zone
Wuhan
Hubei 430056
People's Republic of China
Tel: (8627) 84285041
Fax: (8627) 84285057

- (11) 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 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.

- (12) 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. Shareholders or their proxies attending the AGM shall produce identity documents.

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11th Meeting of the First Board of Directors of Dongfeng Motor Group Company Limited

Proposal I

To the annual general meeting of the Company:

Pursuant to Resolution No. 1 to be considered and approved at the 11th meeting of the first board of directors of Dongfeng Motor Group Company Limited (hereinafter referred to as the "Company"), the board of directors decides to submit the following proposals for consideration at the annual general meeting of the Company:

1. to consider and approve the report of the board of directors of the Company for 2006.
2. to consider and approve the report of the supervisory committee of the Company for 2006.
3. to approve report of the report of the auditor for 2006 as audited by Ernst & Young and the financial report for 2006 as audited by Ernst & Young Hua Ming.
4. pursuant to laws and the Articles of Association and based on an audited net profit of the Company proposed in accordance with Accounting Standards for Business Enterprises and Accounting system for Business Enterprises ("PRC GAAP") for 2006 amounted to RMB2,208 billion, to propose to set aside 10% of the PRC GAAP net profit of the Company to statutory common reserve fund, without setting aside an amount for the discretionary common reserve. In addition, in light of the Company's accumulated distributable profit of RMB406.22 million, the board of directors recommends the dividend payment of RMB0.04 per ordinary share to shareholders for the year 2006, totaling RMB344.64 million.
5. to authorize the board of directors to deal with all matters in relation to the Company's interim dividend payment for the year 2007 in its discretion (including, but not limited to, the determination of the payment of interim dividend for the year 2007).
6. to agree to re-appointment of Ernst & Young as the overseas auditor and Ernst & Young Hua Ming as the domestic auditor of the Company for 2007 to hold office until the conclusion of the 2007 annual general meeting, and to agree to authorize the audit committee under the board of directors to determine their remuneration for 2007.

We wish to submit the above proposal for discussion at the annual general meeting.

Board of directors of
Dongfeng Motor Group Company Limited

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11th Meeting of the First Board of Directors of Dongfeng Motor Group Company Limited

Proposal II

To the annual general meeting of the Company:

Pursuant to Resolution No. 5 to be considered and approved at the 11th meeting of the first board of directors of Dongfeng Motor Group Company Limited (hereinafter referred to as the "Company"), the board of directors decides to seek approval for the following proposals for the remuneration of directors and supervisors for 2007 as determined by the board of directors at the annual general meeting of the Company:

Items of remuneration	Cash remuneration	Medium- to long-term incentive
Executive directors Non-executive Directors	Nil	Implemented according to the Second Grant Proposal for Share Appreciation Right of Dongfeng Motor Group Company Limited
Independent non-executive directors	Administrative grant of RMB120,000 (after tax)	Nil
Supervisors	Nil	Nil
Independent supervisors	Administrative grant of RMB40,000 (after tax)	Nil

Note: Executive Directors and Non-Executive Directors are entitled to receive their remunerations as members of the staff of the Company in accordance with the descriptions about the remunerations of the Directors and the Supervisors in the Prospectus and the service contracts of the Directors and the Supervisors: Stock appreciation rights are granted to Executive Directors and Non-Executive Directors, but not Independent Non-Executive Directors and Independent Supervisors. Supervisors are granted stock appreciation rights as members of the staff of the Company.

We wish to submit the above proposal for discussion at the annual general meeting.

Board of directors of
Dongfeng Motor Group Company Limited

18 April 2007

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11th Meeting of the First Board of Directors of Dongfeng Motor Group Company Limited

Proposal III

To the annual general meeting of the Company:

Pursuant to Resolution No. 4 to be considered and approved at the 11th meeting of the first board of directors of Dongfeng Motor Group Company Limited (hereinafter referred to as the "Company"), the board of directors decides to seek consideration and approval of the Rules of Procedure of the general meeting of Dongfeng Motor Group Company Limited and the Rules of Procedure of the board of directors of Dongfeng Motor Group Company Limited at the annual general meeting of the Company.

We wish to submit the above proposal for discussion at the annual general meeting.

Board of directors of
Dongfeng Motor Group Company Limited

18 April 2007

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Dongfeng Motor Group Company Limited Fourth Meeting of the First Supervisory Committee

Proposal IV

To: the Company's Annual General Meeting

In accordance with Resolution 2 considered and passed at the fourth meeting of the first Supervisory Committee of Dongfeng Motor Group Company Limited (the "Company"), the Board of Directors have decided to submit the Rules of Procedure of the Supervisory Committee of Dongfeng Motor Group Company Limited to the Annual General Meeting of the Company for consideration and approval.

The said resolution is hereby submitted to the Annual General Meeting for discussion.

Supervisory Committee of
Dongfeng Motor Group Company Limited

18th April 2007

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RULES OF PROCEDURE OF THE BOARD OF DIRECTORS OF DONGFENG MOTOR GROUP COMPANY LIMITED

Chapter 1 General Provisions

Article 1 In order to ensure the lawful, independent, disciplined and efficient exercise of authorities, as well as the effective and disciplined operation and the systematic decision-marking of the board of directors of Dongfeng Motor Group Company Limited (hereinafter referred to as the “Company”), these Rules are formulated pursuant to the Company Law of the Peoples’ Republic of China (hereinafter referred to as the “Company Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of Dongfeng Motor Group Company Limited (hereinafter referred to as the “Articles of Association”) and other relevant laws and regulations.

Article 2 The board of directors shall be accountable to the general meeting. Matters for discussion by the board of directors shall principally be considered at board meetings.

Article 3 Secretary to the Company’s board of directors shall be responsible for the preparation and arrangement of board meetings.

Chapter 2 Authorities of the Board of Directors

Article 4 The board of directors shall be accountable to the general meetings and shall have the following authorities:

- (1) be responsible for convening general meetings and report work progress at the meetings;
- (2) to implement the resolutions of general meetings;
- (3) to determine the operation plans and investment proposals of the Company;
- (4) to formulate the annual financial budget and final accounts of the Company;
- (5) to formulate the profit distribution proposals and loss recovery proposals of the Company;
- (6) to formulate the debt and financial policies, proposals for addition or reduction of registered capital and bond issuance of the Company;
- (7) to formulate proposals for major acquisitions or disposals and for the amalgamation, demerger and dissolution of the Company;
- (8) to determine the internal management structure of the Company;

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- (9) to appoint or dismiss the president of the Company, to appoint or dismiss the vice president and financial controller of the Company according to nominations of the president of the Company and to determine their remuneration;
- (10) to determine the branch structure of the Company;
- (11) to set up the basic management system of the Company, including the financial management and human resources management systems;
- (12) to formulate proposals for amendments for the Articles of the Association;
- (13) to submit the proposals for application of bankruptcy of the Company;
- (14) to determine the external guarantees of the Company within the authorization of general meetings;
- (15) to determine other major and administrative businesses, other than those required to be determined at general meetings under the Company Law and the Articles of Association, and to sign other significant agreements;
- (16) to exercise such other authorities as conferred at general meetings and under the Articles of Association.

Article 5 In the event that the board of directors proposes to dispose of the Company's fixed assets and where the aggregate of the expected value of the fixed assets to be disposed of and the value realized from the disposal of fixed assets in the last 4 months prior to such proposed disposal exceeds 33% of the value of the fixed assets as shown in the latest balance sheet approved at the general meeting, the board of directors shall not dispose of or agree to dispose of the said fixed assets without the prior approval of the general meeting.

Disposal of fixed assets as referred in this Article includes the transfer of interests in certain assets, but excludes the provision of guarantees by fixed assets.

Article 6 The board of directors shall be under supervision by the supervisory committee and shall not obstruct and hinder the examination and audit work carried out by the supervisory committee within their authorities.

Article 7 The board of directors shall meet the following essential criteria in performing their duties:

The president shall provide the directors with necessary information and materials for the board of directors to make sophisticated, efficient and careful decisions.

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The directors may request the president or relevant departments of the Company, via the president, to provide those information and explanations necessary for them to make sophisticated, efficient and careful decisions.

If the independent directors consider necessary and the consent of more than half of the independent directors is obtained, the board of directors shall engage independent firms to issue independent advices to form bases of decision-making. The engagement fee shall be borne by the Company.

Chapter 3 Composition and Organizations of the Board of Directors

Article 8 The board of directors of the Company shall comprise 13 directors, one of which shall be the chairman and one which shall be the vice chairman.

The board of directors shall include executive directors, non-executive directors and independent non-executive directors. More than half of the members of the board of directors shall be external directors (being those who do not hold office in the Company) and shall include at least 3 independent directors.

Article 9 The directors of the Company shall be natural person and shall be elected at general meetings with a term of office of 3 years. Directors are eligible for re-election upon the expiry of their terms of office.

The chairman shall be appointed or removed by more than half of the directors. The directors may exercise the following authorities:

- (1) to preside over general meetings and convene and preside over board meetings;
- (2) to perform the duties of the board of directors and monitor the implementation of the resolutions of the board of directors;
- (3) to sign to approve the bond issuance of the Company;
- (4) to exercise such other authorities conferred by the board of directors.

The chairman may designate the vice chairman to exercise the authorities on his/her behalf if he/she is unable to perform duties.

Article 10 Directors other than external directors and independent non-executive directors may hold office of other senior management of the Company (except supervisors).

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The number of senior management (i.e. chairman, vice chairman, executive directors) of the controlling shareholders who also act as the chairman, vice chairman and executive directors of the Company shall not exceed 2.

Article 11 The board of directors of the Company has an audit committee and a remuneration committee and may set up other special committees and restructure existing committees according to needs.

Article 12 The audit committee shall be comprised of one non-executive director and two independent non-executive directors, at least one of which shall possess the relevant professional qualifications in the field of finance and accounting. The primary duties of the audit committee are:

- (1) to propose the appointment and removal of the auditors of the Company, to approve their remuneration and other engagement terms and to supervise and monitor the work of the auditors as well as to formulate and to execute policies for non-audit services provided by external auditors;
- (2) to review the financial information of the Company and monitor the completeness of the Company's financial information such as financial statement, annual reports and interim reports;
- (3) to monitor the financial reporting, internal control and risk management systems of the Company.

Article 13 The remuneration committee shall be comprised of one executive director and two independent non-executive directors. The primary duties of the remuneration committee are:

- (1) to make recommendations to the board of directors in respect of the remuneration package and policies of directors and senior management and to maintain a fair and transparent remuneration system;
- (2) to determine the remuneration of executive directors and senior management and to make recommendations to the board of directors in respect of the remuneration of non-executive directors;
- (3) to review and approve the remuneration system set up by the Company;
- (4) to review and approve the offer of compensation by the Company to executive directors and senior management for loss of office, dismissal or removal due to improper behaviour and to ensure such compensation are fair and reasonable for a listing company;

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- (5) to ensure no director or any of its associates shall be involved in determining their remuneration.

Chapter 4 Secretary to the Board of Directors

Article 14 The Company has a secretary to the board of directors who shall be the senior management of the Company and shall be appointed and removed by the board of directors. The primary duties of the secretary are:

- (1) to keep a complete copy of the constitution and record, to ensure the preparation and submission of reports and documents as required by the PRC competent authorities in accordance with laws, to properly maintain the register of members of the Company and to safeguard the right to access relevant records and document of the concerned personnel of the Company.
- (2) in accordance with the direction of the board of directors, to declare and submit relevant information and documents to the Hong Kong Stock Exchange pursuant to the Listing Rules of the Hong Kong Stock Exchange, to prepare the papers for general meetings and board meetings and to submit documents in relation to the Company to the Registrar of Companies of Hong Kong.

Article 15 The board of directors shall have its own office, which is located at the secretariat to the board of directors of the investors relation department. Such office shall be for use by the secretary to the board of directors to carry out his/her daily work.

Chapter 5 Convening of Board Meetings

Article 16 Board meetings can be classified into regular meetings and extraordinary meetings of the board of directors according to the certainty of the board meetings convened.

Article 17 The board of directors shall convene 4 meetings every year, at a frequency of approximately once a quarter.

Article 18 Regular board meetings include:

- (1) *Board meetings for annual results*

The meeting shall be convened within 4 months after the end of an accounting year of the Company and shall principally review the annual report of the Company and deal with other relevant matters. The board of directors shall ensure that the timing for holding annual board meetings shall secure the timely distribution of the Company's annual reports to shareholders within the period required under relevant regulations and the Articles of Association and the

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timely release of the Company's preliminary annual financial results within the period required under relevant regulations, as well as the holding of annual general meetings within 6 months after the end of an accounting year of the Company.

(2) *Interim meeting*

The meeting shall be convened in the 2nd quarter every year, at which the management shall report the interim estimated completion schedule.

(3) *Board meeting for interim results*

The meeting shall be convened within 2 months after the end of first six months of an accounting year of the Company and shall principally review the interim report of the Company and deal with other relevant matters.

(4) *Year-end meeting*

The meeting shall be convened at the 4th quarter every year, at which the management shall report the annual estimated completion schedule and the forecast for the next year.

The above regular board meetings may be combined or separated, and new businesses may be put forward when necessary.

Article 19 The chairman shall convene and preside over the extraordinary board meeting within 10 days following the occurrence of any of the following circumstances:

- (1) when the chairman considers necessary;
- (2) when proposed by one-third or more of the directors;
- (3) when proposed by more than 2 independent directors;
- (4) when proposed by the supervisory committee;
- (5) when proposed by the president.

Article 20 Board meetings may be held on-site or via conference call, videoconference or circulation and signing of agenda.

Circulation and signing of agenda means that the meeting is convened when the agenda is served individually or by circulation. Regular meetings shall not be convened via circulation and signing of agenda.

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For board meetings convened via conference call or videoconference, the board of directors shall enable all attending directors to clearly hear and communicate with each other, and all such directors shall be deemed to be present at the meeting in person.

Chapter 6 Submission and Collection of Board Proposals

Article 21 Board proposal shall be submitted primarily based on the following conditions:

- (1) proposals by shareholder(s) who represent more than 10% of voting rights;
- (2) proposals by directors;
- (3) proposals by the supervisory committee;
- (4) proposals by special committees of the board of directors;
- (5) proposals by the president.

Article 22 Regular board meetings shall be convened by issuing a notice for the collection of matters for consideration to directors, committees of the board of directors and functioning department within the Company 30 days prior to the convening of the meeting.

All functioning departments and committees of the board of directors shall submit the matters for consideration at board meetings to the secretariat to the board within 10 days upon receiving the notice. Such materials include but not limited to background or illustrative information, disclosure documents, budgets, forecasts and monthly financial statements and other relevant internal financial statements).

Article 23 After collecting all the matters for consideration submitted within the period required in Article 22, the secretariat to the board of directors shall prepare the agenda for board meetings and the draft allocation of matters.

The draft shall be approved and signed by the board of directors 14 days before convening board meetings.

Chapter 7 Meetings Notices and Communication before Meetings

Article 24 When the Company convenes a board meeting, the secretariat to the board shall issue a written notice 14 days before the date of the meeting to notify all directors and supervisors of the matters to be considered and the date and venue of the meeting.

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In case of emergency and when an extraordinary board meeting is required to be convened as soon as possible, reasonable notice may be given and such notice need not be subject to the above provision. The convenor shall make a statement at the meeting in respect of the meeting notice given.

Article 25 The written notice shall at least set out the following:

- (1) venue, date and time of the meeting;
- (2) manner in which the meeting is convened;
- (3) agenda and matters to be considered;
- (4) time of the issue of notice.

A verbal notice of meeting shall at least include items (1) and (2) above and a statement for the emergency extraordinary meeting.

Article 26 The notification of board meetings shall have the following criteria:

- (1) mode of notice of board meetings: by hand, fax, telegram, telex, express courier service or registered mail;
- (2) the notice shall be in Chinese and may include the English translation (if necessary).

Directors may waive the right to receive board meeting notice

Directors who present at meetings and do not express disagreement about not receiving meeting notice before or on attendance shall be deemed to have been given meeting notice.

Article 27 For the period between the issuance of meeting notices and the date of the meeting, the secretary to the board of the directors shall be responsible or shall arrange the communication and liaison with all directors, particularly independent directors, and to ask directors' opinions or advices on the matters and pass the same to the proposing person, who shall revise the relevant proposals in a timely manner.

Article 28 The secretary to the board of directors shall also arrange the proposing directors to provide necessary information for decision-making in respect of the proposals. The agenda of the meeting signed by the chairman and the relevant documents and information shall be served to all directors at least 3 days before the meeting.

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Article 29 When more than one-fourth of the directors or 2 external directors consider that the information is insufficient or the argument is not justifiable, they may jointly propose the postponement of board meetings or discussion of certain matters, and the board of directors shall adopt such proposal.

Article 30 Before convening each board meeting, the corresponding special committees of the board of directors shall conduct a discussion in advance in accordance with their rules of work so as to be well-prepared of the matters for consideration and provide necessary material or information to directors via the secretary to the board. Chairmen of relevant special committees shall report the results of discussion of the matter in relation to their terms of reference to the board of directors.

Chapter 8 Attendance of Meetings

Article 31 Board meetings shall be held by the attendance of more than half of the directors (including those who appoint proxies in writing to attend the meeting according to Article 32 of these Rules).

All supervisors and senior management of the Company who are in relation to the matters for discussion in this meeting shall present the meeting. Attendees shall, with the consent of the presider, express opinions or offer explanations in respect of relevant matters, but enjoy no voting rights.

Article 32 In principle, directors shall attend board meetings in person. In the event that a director is unable to attend the meeting for certain reasons, he/she may authorize another director to attend the meeting on his/her behalf by a letter of proxy. The letter of proxy shall set forth:

- (1) names of the principal and proxy;
- (2) scope of authority of the principal, the matter in question and the period of validity;
- (3) signature of the principal and the signing date.

The director who acts as a proxy shall exercise the rights of directors within his/her power of attorney. Should a director be absent from a board meeting and fails to appoint a proxy to attend the same on his/her behalf, he/she shall be deemed to have abstained from voting at such meeting.

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Article 33 The principal and proxy shall follow the following rules when attending board meetings:

- (1) in considering connected transactions, directors who are not connected person shall not appoint connected directors to attend meetings on their behalf, and connected directors shall not accept the offer of appointment from non-connected directors;
- (2) independent directors shall not authorize non-independent directors to attend on their behalf, and non-independent directors shall not accept the offer of authorization from independent directors;
- (3) a director shall not accept the offer of appointment from more than 2 directors.

Chapter 9 Convening of Meetings

Article 34 A board meeting shall be convened and presided over by the chairman.

Where the chairman is unable to preside over the meeting, he/she may designate the vice chairman or a director to preside over the meeting. Where the chairman is unable to preside over the meeting and does not designate a specific person on his/her behalf, the meeting shall be presided over by a director who is jointly elected by more than half of the directors.

Article 35 Presider of the meeting shall announce the commencement of the meeting at the appointed time.

Article 36 After the formal commencement of the meeting, the attending directors shall consider every proposal and the proposing party or its proxy shall report to the board of directors or give an explanation.

Article 37 The presider of the meeting shall ask the attending directors to give clear comments on each proposal.

Independent directors shall express independent opinions on the following matters:

- (1) major and connected transactions (as determined under the criteria issued by competent authorities from time to time) of the Company which involve the shareholders, effective controlling party and associated corporations of the Company and are required to be considered at board meetings or general meetings in accordance with laws;
- (2) matters which, in the opinion of independent directors, may harm the minority interest.

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Independent directors shall provide clear comments on the above matters:

- (1) agree;
- (2) qualified opinions and the reasons for it;
- (3) opposing opinions and the reasons for it;
- (4) no comments and the reasons for it.

Chapter 10 Voting, Resolutions and Minutes of Meetings

Article 38 The presider of the meeting shall ask the attending directors to vote for each proposal after thorough consideration.

Voting at board meetings shall be in the form of show of hands or ballot. Each director shall have one vote. When the numbers of dissenting and affirmative votes are equal, the chairman shall be entitled one more vote.

Article 39 The board of directors shall make resolutions, except:

- (1) to formulate the debt and financial policies, proposals for addition or reduction of registered capital and bond issuance of the Company;
- (2) to formulate proposals for major acquisitions or disposals and for the amalgamation, demerger and dissolution of the Company;
- (3) to formulate proposals for amendments for the Articles of the Association;
- (4) to submit the proposals for application of bankruptcy of the Company;
- (5) to determine the external guarantees of the Company within the authorization of general meetings;

which shall be approved by more than two-thirds of the directors, other resolutions may be approved upon approval by more than half of the directors.

Article 40 Directors who are interested in a connected transaction shall not vote in respect thereof at board meetings. In case of failure of a resolution due to the abstention of voting by relevant director(s), such resolution shall submit for consideration at general meetings.

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Article 41 Directors shall be responsible for the resolutions passed at board meetings. In the event that a board resolution violates the laws, administrative regulations and the Articles of Association and thus causes a material loss to the Company, directors who cast affirmative votes or abstain from voting in respect thereof shall pay compensation to the Company. If it is proved that a director has expressed disagreements and cast a dissenting vote and the results of which was being recorded in the minutes, such director shall not be liable to compensation.

Article 42 Minutes of board meetings serve as an official proof of the matters considered at board meetings and the secretariat to the board of directors shall keep proper record of the meetings. Minutes of board meetings shall include:

- (1) time, venue, convenor and presider of the meeting;
- (2) names of attending supervisors, and principals and proxies for proxy attendance;
- (3) agenda of the meeting;
- (4) proposals for consideration, the main points and principal ideas of the directors' speeches and their voting intentions;
- (5) method of voting and voting results of each motion (the voting results shall include the number of affirmative votes, dissenting votes and abstention);
- (6) signature of directors.

Minutes of board meetings shall be treated as the important documents and kept at the seat of the Company.

Article 43 Minutes of every board meeting shall be sent to all attending directors for review within 5 working days after the end of such meeting. Where a director requests to make amendments or offer supplementary opinions to the minutes, he/she shall provide the same within 5 working days upon receiving the minutes. The finalized minutes shall be signed by the attending directors or proxies and the secretary to the board of directors.

Directors may make a written statement for different opinions upon signing the minutes.

Article 44 The chairman shall monitor and check the implementation of resolutions of the board of directors. The progress of implementation of resolutions shall be reported to the board in a timely manner.

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Chapter 11 Information Disclosure of Board Meetings

Article 45 The board of directors of the Company shall strictly adhere to the disclose requirement of the regulatory authorities and stock exchange in the territory where the Company's shares are listed and disclose the matters or resolutions discussed at board meetings in a complete, timely and accurate manner.

The Company shall also provide the minutes of board meetings as required by stock exchanges.

Article 46 In the event that the independent directors express independent opinions on a matter which constitute a discloseable event, the Company shall announce such opinions. When there are disagreement between the independent directors, the board shall separately disclose the opinions of each independent directors.

Article 47 Attendees and other insiders shall to keep the secret contents of meetings of the board of directors confidential, failure of which must be held to account.

Chapter 12 Supplementary Provisions

Article 48 These Rules shall come into effect from the date of passing at the general meetings of the Company. Any amendment to these Rules shall be proposed by the board of directors in the form of a proposal, and shall come into effect upon approval at the general meeting.

Article 49 These Rules do not form part of the Articles of Association of the Company. If any matters contained in these Rules are in any way inconsistent with any laws, regulations, administrative regulations (including but not limited to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) or the Articles of Association of the Company, the latter shall prevail.

Article 50 These Rules shall be interpreted by the board of directors of the Company.

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RULES OF PROCEDURE OF THE SUPERVISORY COMMITTEE OF DONGFENG MOTOR GROUP COMPANY LIMITED

Chapter 1 General Provisions

Article 1 In order to ensure the lawful exercise of the independent regulatory power and an effective and disciplined operation of the supervisory committee of Dongfeng Motor Group Company Limited (hereinafter referred to as the “Company”), as well as to improve the corporate governance of the Company, these Rules are formulated pursuant to provisions of the Company Law of the Peoples’ Republic of China, the Articles of Association of Dongfeng Motor Group Company Limited (hereinafter referred to as the “Articles of Association”) and other relevant laws, regulations and regulatory documents.

Article 2 The supervisory committee shall act as the regulatory arm of the Company and be responsible to the general meeting. It shall oversee the financial affairs of the Company and the performance of duties by its board of directors, senior management and their members to prevent the abuse of duty and safeguard the legitimate interests of the Company, its shareholders and staff.

Article 3 The supervisory committee shall lawfully enjoy the right to know, to propose and to report conferred by the laws and regulations. The Company shall take measures to protect the right to know of the supervisors and provide the supervisory committee with relevant information and materials in accordance with regulations and in a timely manner such that the supervisory committee can effectively oversee, monitor and evaluate the Company’s financial affairs, risk control, operation and management. The supervisory committee may put forward proposals to the board of directors and the senior management and may report to the general meeting when necessary.

Chapter 2 Composition and Authority of the Supervisory Committee

Article 4 The supervisory committee shall comprise no less than 8 supervisors, one of whom shall chair the supervisory committee. Supervisors shall have a term of office of 3 years and are eligible for re-election.

The chairman of the supervisory committee shall be appointed or removed by way of poll by more than two-thirds of the members of the supervisory committee.

The chairman of the supervisory committee shall arrange for the performance of duties of the supervisory committee.

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Article 5 Members of the supervisory committee shall be comprised of seven shareholder representatives, including those who are qualified to act as external supervisors (being those who do not hold office in the Company (referred to as the “External Supervisors”)) and independent supervisors (same as follows), and one staff representative. The External Supervisors shall account for more than half of the members of the supervisory committee and shall include more than 2 independent supervisors. Supervisors who are shareholder representatives and the External Supervisors shall be elected and removed in a general meeting, while supervisors who are staff representatives shall be elected and removed in a democratic manner.

Article 6 Directors, presidents, vice presidents, financial controllers and other senior management shall not act as supervisors.

Article 7 The supervisory committee shall set up an office for its daily operation and such office shall be responsible for work implementation and monitoring, arranging meetings of the supervisory committee, preparing meeting papers and taking minutes at the meetings.

Article 8 The supervisory committee shall be accountable to the general meeting and shall exercise the following authorities in accordance with laws:

- (1) to review the financial position of the Company;
- (2) to supervise the Company’s directors, managers and other senior management who violate the laws, administrative regulations and the Articles of Association in performing their duties;
- (3) to require directors, managers and other senior management of the Company to rectify their behaviour which impairs the interests of the Company;
- (4) to check the financial information such as the financial report, business reports and profit distribution proposals proposed to be submitted by the board of directors to the general meetings, and to engage certified accountants and auditors for re-examination on behalf of the Company in case of any doubt;
- (5) to propose to convene extraordinary general meetings;
- (6) to negotiate with, or bring actions against, directors on behalf of the Company;
- (7) to exercise such other authorities as required under the Articles of Association.

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The supervisory committee may put forward a proposal for engaging the Company's accounting firm. When necessary, it may also engage, on behalf of the Company, another accounting firm to carry out independent examination of the Company's financial position and report the situation directly to the regulatory securities authorities under the State Council and other relevant authorities.

The External Supervisors shall report to the general meetings the integrity and due diligence of the Company's senior management. The supervisors may attend board meetings.

Article 9 Copies of the Company's documents or information in respect of significant operation decisions, financial activities and operation management shall be sent to the supervisory committee and the relevant information management system and documents shall be open for the supervisory committee for inspection. The supervisory committee shall be notified of the holding of meetings.

Article 10 In performing its duties, the supervisory committee shall be entitled to access the relevant personnel and departments of the Company, which shall provide necessary assistance in respect thereof.

In performing its duties, the supervisory committee may engage professionals such as lawyers and certified accountants to provide services and professional advices, and the reasonable expenses incurred shall be borne by the Company.

Chapter 3 Convening of the Meetings of the Supervisory Committee

Article 11 Matters for discussion by the supervisory committee shall be considered at meetings of the supervisory committee. Meetings of the supervisory committee can be classified into regular meetings and extraordinary meetings of the supervisory committee.

Article 12 The supervisory shall hold at least 2 regular meetings every year and such meetings shall, in principle, be convened prior to the release of the Company's annual reports and interim reports.

Major businesses to be considered in regular meetings of the supervisory include:

- (1) to consider the Company's periodic reports, such as annual reports and interim reports;
- (2) to consider the Company's financial budgets and financial decision-making proposals;
- (3) to consider the Company's profit distribution proposals and loss recovery proposals;

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- (4) to report on the performance of duties by the board of directors, senior management and their members;
- (5) to consider the work report of the supervisory committee;
- (6) to consider such other businesses required to be considered by the supervisory committee under relevant laws, regulations and other regulatory documents and the Company's Articles of Association.

The above regular meetings of the supervisory committee may be combined or separated, and new businesses may be put forward when necessary.

Article 13 The supervisory committee may convene extraordinary meetings in case of emergency and when proposed by one-third or more supervisors.

Chapter 4 Proposals and Notices of the Meetings of the Supervisory Committee

Article 14 Before giving the notice convening the regulatory meetings of the supervisory committee, the office of the supervisory committee shall be responsible for collecting the proposals from all supervisors, and those supervisors who put forward proposals shall submit the same and relevant illustrative materials 15 working days before the meeting convenes. The office, after organization, shall list and submit to the chairman of the supervisory committee the venue, time and agenda of the meetings.

Article 15 Any proposals for convening extraordinary meetings shall be put forward by supervisors in the form of written proposals signed by the proposing supervisors and submitted via the office of the supervisory committee or directly to the chairman of the committee. The written proposals shall set out the followings:

- (1) Name of the proposing supervisors;
- (2) Reasons or bases for the proposals;
- (3) Time or time limit, venue and form of the proposed meeting;
- (4) Clear and concrete proposals;
- (5) Contact information of the proposing supervisor and the date of the proposal.

The office of the supervisory committee shall send a notice convening the extraordinary meeting within 3 working days upon receiving the written proposal from the proposing supervisor by the office or chairman of the committee.

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Article 16 To convene regular meetings or extraordinary meetings of the supervisory committee, the office of the committee shall deliver the written notice stamped with the office chop to all supervisors 10 days prior to the date of meeting.

In case of emergency and when an extraordinary committee meeting is required to be convened as soon as possible, a meeting notice may be given in a verbal form or by phone and may not be subject to the above provision. The convenor shall make a statement at the meeting in respect of the meeting notice given.

Article 17 The written notice shall at least set out the following:

- (1) time and venue of the meeting;
- (2) matters (proposals) to be considered;
- (3) convenor of the extraordinary meeting and his/her written proposal;
- (4) time of the issue of notice.

A verbal notice of meeting shall at least include items (1) and (2) above and a statement for the emergency extraordinary meeting.

Chapter 5 Convening of Meetings of the Supervisory Committee

Article 18 The quorum of meetings of the supervisory meeting shall comprise more than two-thirds of supervisors.

Article 19 A meeting of the supervisory committee shall be convened and presided over by the chairman of the committee. Where the chairman is unable to or fails to perform his/her duties, the supervisor recommended by half or more of the supervisors shall convene and preside over the meeting.

Article 20 The supervisory committee may request a director, president or other senior management, the internal and external audit personnel of the Company to attend the meeting to explain any relevant matters when necessary and answer any concerns of the committee.

Chapter 6 Voting, Resolutions and Minutes of Meetings

Article 21 All supervisors present at meetings of the supervisory committee shall declare their affirmative, dissenting votes or abstaining opinions for proposals submitted at the meeting. Each supervisor shall have one vote.

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Article 22 In principle, supervisors shall attend meetings of the supervisory committee in person. In the event that a supervisor is unable to attend the meeting for certain reasons, he/she may authorize another supervisor to attend the meeting on his/her behalf by a letter of proxy. The letter of proxy shall set forth:

- (1) names of the principal and proxy;
- (2) scope of authority of the principal, the matter in question and the period of validity;
- (3) signature of the principal and the signing date.

The supervisor who acts as a proxy shall exercise the rights on behalf of the principal within their power of attorney. Should a supervisor be absent from a meeting of the supervisory committee and fails to appoint a proxy to attend the same on his/her behalf, he/she shall be deemed to have abstained from voting at such meeting.

Article 23 All supervisors present at meetings of the supervisory committee shall declare their affirmative, dissenting votes or abstaining opinions for proposals submitted at the meeting. A meeting of the supervisory meeting shall pass resolutions for motions in the agenda. All resolutions shall come into effect subject to the approval by more than two-thirds of the supervisors.

Article 24 Detailed minutes shall be kept for all businesses considered at the meetings of the supervisory committee and the meetings may be record where necessary.

Minutes of meetings of the supervisory committee shall include:

- (1) session, venue and time of the meeting;
- (2) convenor and presider of the meeting;
- (3) names of attending supervisors, and principals and proxies for proxy attendance;
- (4) proposals for consideration and the main points of the supervisors' speeches (for meetings convened by circulation and signing of agenda, written feedbacks from supervisors shall prevail);
- (5) method of voting and voting results of each motion (the voting results shall include the number of affirmative votes, dissenting votes and abstention);
- (6) such other matters as the attending supervisors considered necessary to be recorded.

Article 25 Supervisor or proxies and recorder(s) shall sign the minutes and the supervisors are entitled to request to record their comments in the minutes.

Minutes of meetings of the supervisory committee shall be kept at the seat of the Company.

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Chapter 7 Information Disclosure of Meetings of the Supervisory Committee

Article 26 The board of directors shall disclose the matters or resolutions discussed at meetings of the supervisory committee in a timely and accurate manner pursuant to the information disclosure requirement of relevant regulatory authorities. For information disclosures regarding major events, the board of directors shall also file the same to the relevant regulatory authorities.

Article 27 An announcement of resolutions shall include:

- (1) time, venue and method of convening the meeting and a statement of compliance of relevant laws, administrative regulations, authorities rules and the Articles of Association;
- (2) number and names of supervisors who appoint proxies and are absent from meetings, reasons for absence and the name of supervisors who act as proxies;
- (3) number of affirmative votes, dissenting votes and abstention for every resolution and the reasons for dissent and abstention;
- (4) specific contents of motions and resolutions put forward at the meeting.

Article 28 Attendees and other insiders shall fulfill their obligation to keep the secret contents of meetings of the supervisory committee confidential.

Chapter 8 Supplementary Provisions

Article 29 These Rules shall come into effect from the date of passing at the general meetings of the Company. Any amendment to these Rules shall be proposed by the supervisory committee in the form of a proposal, and shall come into effect upon approval at the general meeting.

Article 30 These Rules do not form part of the Articles of Association of the Company. If any matters contained in these Rules are in any way inconsistent with any laws, regulation, administrative regulations (including but not limited to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) or the Articles of Association of the Company, the latter shall prevail.

Article 31 These Rules shall be interpreted by the supervisory committee of the Company.

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RULES OF PROCEDURE OF GENERAL MEETINGS OF DONGFENG MOTOR GROUP COMPANY LIMITED

Chapter 1 General Provisions

Article 1 In order to safeguard the legitimate interest of the shareholders, define the duties and authorities of general meetings and ensure the disciplined operation and lawful exercise of authorities of general meetings, these Rules are formulated by Dongfeng Motor Group Company Limited (hereinafter referred to as the “Company”) pursuant to the Company Law of the Peoples’ Republic of China (hereinafter referred to as the “Company Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of Dongfeng Motor Group Company Limited (hereinafter referred to as the “Articles of Association”) and other relevant laws and regulations.

Article 2 These Rules shall have a binding effect on the Company and its shareholders, directors, supervisors, senior management and other relevant attendees of general meetings.

Article 3 General meetings shall be convened by the board of directors of the Company pursuant to the Company Law and other relevant laws and regulations, the Articles of Association and provisions in relation to the convening of general meetings under these Rules. All directors of the Company shall have the fiduciary duty for the normal convening of general meetings and shall not obstruct the legitimate exercise of authorities at general meetings.

Article 4 Shareholders who hold the Company’s shares with validity and according to laws shall be entitled to attend general meetings in person or by proxy, and shall enjoy the rights in accordance with laws and these Rules such as right to know, to speech, to enquire and to vote.

Article 5 The Company’s secretary to the board of the directors shall be responsible for the preparation and arrangement of board meetings.

Chapter 2 Authorities of General Meetings

Article 6 General meetings represent the power of the Company and shall exercise the following authorities in accordance with laws:

- (1) to determine the operation plans and investment proposals of the Company;
- (2) to elect and change the directors and determine their remuneration;
- (3) to elect and change the supervisors who are shareholder representatives and determine their remuneration;

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- (4) to consider and approve the report of directors;
- (5) to consider and approve the report of the supervisory committee;
- (6) to consider and approve the annual financial budget and final accounts of the Company;
- (7) to consider and approve the profit distribution proposals and loss recovery proposals of the Company;
- (8) to resolve on the proposals for addition or reduction of registered capital;
- (9) to resolve on major acquisitions or disposals and for the amalgamation, demerger and dissolution of the Company;
- (10) to resolve on the bond issuance of the Company;
- (11) to resolve on the appointment, removal or dismissal of the accounting firm of the Company;
- (12) to amend the Articles of Association;
- (13) to consider proposals by shareholder(s) representing more than 5% (5% inclusive) of the Company's voting rights;
- (14) to transact other businesses which shall be approved at general meetings as required by laws, administrative regulations and the Articles of Association.

A general meeting shall exercise its powers within the scope stipulated by the Company Law and shall not interfere with the decisions of shareholders with regards to the exercise of their own rights.

Article 7 Matters listed above which are within the scope of authorities of general meetings shall be considered and decided at general meetings. However, under necessary, reasonable and legal circumstances, general meetings may authorize or entrust the board of directors to transact such matters as authorized or entrusted.

Where an authority granted by the general meeting to the board of directors is related to a matter subject to an ordinary resolution as provided under these Rules, such resolution shall be passed by votes representing more than half of the voting rights held by the shareholders (including their proxies) present at the general meeting; where it is related to a matter subject to a special resolution as provided under these Rules, such resolution shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the general meeting.

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Chapter 3 Convening of General Meetings

Article 8 General meetings are classified into annual general meetings and extraordinary general meetings.

Article 9 Annual general meetings shall be convened once every year and convened within 6 months from the end of the last accounting year.

Article 10 Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within 2 month upon the occurrence of any one of the following:

- (1) The number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by the Articles of Association;
- (2) The unrecovered losses of the Company reaches to one-third of the total amount of its share capital;
- (3) Shareholder(s) holding more than 10% (including 10%) of the Company's outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;
- (4) It is deemed necessary by the board of directors or proposed by the supervisory committee;
- (5) It is proposed by more than 2 independent directors.

Article 11 The procedures for convening an extraordinary general meeting or a class meeting of the shareholders at the request of the shareholders shall be as follows:

- (1) Two or more shareholders who hold an aggregate of 10% or more of the shares carrying voting rights at such proposed meeting may sign one or several written requests in the same form requesting the board of directors to convene an extraordinary general meeting or a class meeting of the shareholders, specifying the objects of the meeting. Upon receipt of the said written request, the board of directors shall convene an extraordinary general meeting or a class meeting of shareholders as soon as possible. The number of the shares held as aforesaid shall be calculated based on those shares held by the shareholders as at the date of the written request.
- (2) Where the board of directors fails to give notice to convene the meeting within 30 days upon the receipt of the said written request, the requesting shareholders may themselves convene a meeting within 4 months upon the receipt of the said request by the board of directors. A meeting convened by the requesting shareholders shall be convened in accordance with the same procedures, as nearly as possible, as that in which meetings are to be convened by the board of directors.

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Article 12 Where the shareholders decide to convene the general meeting on their own, they should inform the board of directors in writing, and the board of directors and the secretary to the board of directors shall be cooperative for the purpose of the meeting.

Article 13 Any reasonable expenses incurred by the requesting shareholders by reason of the failure of the board of directors to convene a meeting shall be borne by the Company and deducted from fees due to such directors in default of their obligations.

Chapter 4 Qualification of Attending Shareholders

Article 14 Shareholders whose names appear on the register of members on the date for entitlement registration set out in the notice of general meetings shall be entitled to attend and vote at the meeting after required registration.

Article 15 Any shareholder who is entitled to attend and vote at general meetings shall be entitled to appoint one or more proxy(ies), which shall not be a shareholder, as his/her proxy(ies) to attend and vote on his/her behalf.

Article 16 A shareholder shall appoint his/her proxy(ies) in writing and the proxy form shall be signed by the appointor or an agent authorized by him/her in writing. Where the appointor is a legal person, the proxy form shall bear its seal or be signed by its director or an authorized officer or an agent duly appointed and shall specify the number of shares represented by the proxy on behalf of its appointor.

Article 17 The proxy form shall be lodged at the Company's seat or such other venue as specified in the notice convening the meeting at least 24 hours prior to the time of the relevant meeting, or 24 hours prior to the appointed voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authority shall be notarized. The notarized power of attorney or other authority together with the proxy form shall be lodged at the Company's seat or such other venue as specified in the notice convening the meeting. The proxy form shall have a specified date of signing.

Where an appointor is a legal person, its legal representative or such persons authorized by the board of directors and other decision-making bodies shall act a proxy to attend the general meeting of the Company.

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In addition, if a shareholder is a recognized stock exchange or its agent, it may authorize one or more proxy(ies) as it thinks fit to act as its proxy(ies) at any general meeting or class meeting of shareholders. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. Such authorized proxies may exercise the right of the recognized stock exchange, as if they are the individual members of the Company.

Article 18 The format of the proxy form given by the board of directors of the Company to the shareholders for use of proxy appointment shall allow the shareholders to choose in their own whether to indicate the casting of affirmative or dissenting votes, and shall allow them to indicate how to vote for each resolution put forward to the general meeting. The proxy form shall state that the proxy may vote at his/her discretion if no such indications are given.

Article 19 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 principal or revocation of the proxy or power of authority or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company before the commencement of the meeting at which the proxy is valid.

Article 20 A proxy who represents the shareholder to attend the general meeting shall produce his/her identification. Where a legal person appoints its legal representative to attend the meeting, such representative shall produce his/her identification and the notarized copy of the resolution of the board of directors or other competent bodies of the legal person (other than a recognized stock exchange) appointing such representative or other certified copies thereof.

Article 21 The proxy may exercise the following rights pursuant to the appointment made by the appointing shareholder:

- (1) the same right as such shareholder to express at the general meeting;
- (2) the authority to demand, jointly or severally, a poll;
- (3) the right to vote by show of hands or on a poll; however, where more than one proxy is appointed, the proxies may only vote on a poll.

Chapter 5 Motions and Notice of General Meetings

Article 22 Motions put forward at general meetings shall be specific and shall relate to the matters to be considered at the general meeting. Motions are generally raised by the board of directors at general meetings.

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Article 23 When the Company convenes an annual general meeting, shareholder(s) holding 5% or more of the total number of shares of the Company carrying voting rights shall be entitled to propose new motions in writing to the board of directors. The subject of the motions shall be within the scope of duty of general meetings, be clear and specific, and shall comply with the provisions under laws, administrative regulations and the Articles of Association.

Article 24 The Company shall, within 45 days (inclusive of the date of meeting but exclusive of the date of the notice) before the date of meeting, give a written notice of the general meeting and inform all registered shareholders of the matters to be considered at the meeting and date and venue of the meeting. Shareholders who intend to attend the meeting shall send a written reply to the Company 20 days before the date of meeting.

Article 25 The Company shall, based on the written replies received from shareholders 20 days prior to the date of the general meeting, calculate the number of voting shares held by shareholders intending to attend the meeting. Where the number of voting shares represented by shareholders intending to attend the meeting accounts for more than half of the Company's voting shares, the Company may convene the general meeting; if not, the Company shall, within 5 days, notify shareholders of the issues to be considered, the date and venue of the meeting again in the form of a public notice. The Company may then convene the general meeting after the publication of such notice.

The extraordinary general meeting shall not decide on any matter which is not set out in the notice.

Article 26 Notices of general meetings shall meet the following requirements:

- (1) be in written form;
- (2) specify the venue, date and time of the meeting;
- (3) state the matters to be discussed at the meeting;
- (4) provide shareholders with such information and explanation as necessary to enable them to make an informed decision on issues to be discussed. Such principle includes but not limited to the situation where a proposal for merger, share repurchase, capital restructuring or any other reorganization of the Company, and detailed conditions of the proposed transaction shall be provided together with contracts (if any) and the cause and effect of any such proposal shall also be properly explained;
- (5) contain a disclosure of the nature and extent of the material interests of any director, supervisor, general manager and other senior management in relation to the matters to be discussed. Where the effect of the matters to be discussed on any director, supervisor,

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general manager and other senior management in their capacity as shareholders is different from the effect on other shareholders of the same class, the difference shall be clearly explained;

- (6) contain the full text of any special resolution to be proposed at the meeting;
- (7) contain a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxy(ies) to attend and vote on his/her behalf and that such proxy need not be a shareholder;
- (8) specify the time and venue for lodging proxy forms for the meeting.

Article 27 The notice of a general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by hand or by pre-paid mail to their addresses as shown in the register of members. For holders of Domestic Shares, the notice of general meeting can be served by means of a public announcement.

Article 28 The accidental omission to give a notice of meeting to or the non-receipt of notice of meeting by any person who is entitled to receive notice shall not invalidate the meeting and the resolutions passed at such general meeting.

Article 29 The notice of the general meeting and its supplemental notice shall disclose the detailed content of all proposals in its entirety and provide all materials and explanations for the shareholders to make reasonable judgment on the proposal.

Article 30 Where the general meeting proposes to consider the election of the directors and supervisors, the notice of general meeting shall disclose detailed information about the director candidates and supervisor candidates which shall at least include the following:

- (1) personal information such as education background, work experience and plurality;
- (2) connected relations with the Company, its controlling shareholders and its effective controller;
- (3) the number of the shares of the Company held;
- (4) whether there is any rule by competent authorities in relation the breach of provisions under securities laws and regulations.

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Article 31 Following the delivery of the notice of a general meeting, such meeting shall not be postponed or cancelled and the motions stated in the meeting notice shall not be invalidated without proper grounds. In case of any postponement or cancellation, the convener shall make a public notice stating the reason at least 2 working days before the original date of meeting.

Chapter 6 Convening of General Meetings

Article 32 A general meeting shall be convened and presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to attend for any reason, such meeting shall be convened and presided over by the vice chairman of the board of directors. Where the chairman and vice chairman of the board of directors are unable to attend, the board of directors shall choose a director to convene and preside over such meeting. Where no chairman of the meeting has been designated, the shareholders present may elect one person to act as the chairman of the meeting. If for any reason no chairman is elected by the shareholders, the shareholder (including proxy) present at the meeting holding the greatest number of shares carrying voting rights shall preside over the meeting.

Article 33 The convener shall examine the validity of the shareholders qualification based on the register of members of the Company provided by the securities depository and clearing organization, and shall register the name of the shareholder and the number of voting shares held by them. Registration shall be closed upon the announcement by the convener the commencement of the meeting at the appointed time.

Article 34 The chairman of the meeting shall announce the total number of shareholders and proxies present and their number of shares with voting right, which shall be based on the meeting register.

Article 35 Shareholders may raise enquiries about the Company at the general meeting and, except for those trade secrets of the Company which may not be released at the meeting, the chairman of the meeting shall instruct the directors, shareholders or other attendees to answer such questions.

Article 36 When a general meeting of the Company is convened, the directors, supervisors and secretary to the board of directors who are in relation to the motions shall attend the meeting, while the president, vice president and other senior management who are in relation thereto shall present at the meeting.

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Chapter 7 Voting at Meetings

Article 37 The general meeting shall vote for each proposal listed in the agenda. As for the different proposals relating the same matter, the voting sequence shall be in the order as stated in the proposals.

Article 38 For the purpose of voting at the general meeting, a shareholder (including proxy) shall exercise voting rights in accordance with the number of shares carrying voting rights represented by him/her. Each share shall have one vote.

Article 39 Unless a poll is demanded by the following persons before or after voting by show of hands, a resolution put to vote at a general meeting shall be decided on a show of hands:

- (1) the chairman of the meeting;
- (2) at least two members present in person or by proxy having the right to vote;
- (3) a member or members present in person or by proxy holding shares, severally or jointly, of 10% or more conferring the right to attend and vote at the meeting.

Unless a poll is demanded, a declaration by the chairman of the meeting in respect of the voting results by show of hands in relation to a resolution and a record of the same in the minutes of the meeting shall serve as conclusive evidence of the passing of a resolution, without requiring evidence of the number of affirmative and dissenting votes cast or their respective proportions.

A demand for a poll may be withdrawn by the person making such demand.

Article 40 If the chairman of the election demands a poll or the meeting is adjourned, the voting shall be carried out immediately. For any other matters which is decided by way of poll as demanded, the time for voting shall be decided by the chairman and the meeting shall continue to discuss other matters. The voting results shall be deemed as the resolutions passed at such meeting.

Article 41 On a poll, shareholders (including proxies) entitled to have two or more votes need not cast all of their votes as either affirmative votes or dissenting votes.

Subject to the provisions under the Listing Rules, if any shareholder who may not exercise any voting rights or shall only vote for or against a particular resolution casts a vote, in person or by proxy, which is not in accordance with the above limitation and restriction, the vote of such shareholder shall not be taken into account when determining the voting results.

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Article 42 In the event of equality of votes, the chairman of the meeting shall be entitled to an additional vote.

Article 43 Resolutions of general meetings are classified into ordinary resolutions and special resolutions:

Ordinary resolutions shall be passed at the general meeting by votes of more than half of the voting rights represented by shareholders (including proxies) attending the meeting.

Special resolutions shall be passed at the general meeting by votes of more than two-thirds of the voting rights represented by shareholders (including proxies) attending the meeting.

Shareholders (including proxies) attending the meeting shall clearly indicate whether they vote for or against each matter put to vote. Abstention votes shall not be calculated as valid votes with voting rights when determining the voting results.

Article 44 The following matters shall be approved by ordinary resolutions at a general meeting:

- (1) working reports of the board of directors and the supervisory committee;
- (2) profit distribution plans and loss recovery plans formulated by the board of directors;
- (3) appointment and removal of the members of the board of directors and the supervisory committee, their remuneration and the method of payment thereof;
- (4) annual budgets, final accounts, balance sheets and profit and loss accounts and other financial statements of the Company;
- (5) other matters, except for those required by law, administrative regulations or the Articles of Association to be passed by special resolutions.

Article 45 The following matters shall be approved by special resolutions at general meetings:

- (1) increase or reduction in share capital of the Company and the issue of shares of any class, warrants and other similar securities;
- (2) issue of bonds of the Company;
- (3) demerger, merger, dissolution and liquidation and major acquisitions or disposals of the Company;
- (4) amendments to the Articles of Association;

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- (5) any other issues resolved by an ordinary resolution at a general meeting that may have material impact on the Company and accordingly shall be approved by special resolution.

Chapter 8 Special Voting Procedures of Classes of Shareholders

Article 46 Holders of different classes of shares are shareholders of their respective classes. Classes of shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association.

Article 47 To vary or abrogate the rights of the classes of shareholders, the Company shall approve the same by a special resolution in a general meeting and it must also be approved at a separate general meeting convened by the affected class of shareholders in accordance with Articles 49 to 53 under these Rules.

Article 48 The following shall be deemed to be a variation or abrogation of the rights of certain classes of shareholders:

- (1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
- (2) to change all or part of the shares of such class into shares of another class or to change all or part of the shares of another class into shares of that class or to grant relevant conversion rights;
- (3) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;
- (4) to reduce or cancel the preferential rights attached to the shares of such class to receive dividends or to receive distributions of assets in the event of liquidation of the Company;
- (5) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive placing rights, or rights to acquire securities of the Company attached to the shares of such class;
- (6) to cancel or reduce rights to receive payments made by the Company in a particular currency attached to the shares of such class;
- (7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;

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- (8) to restrict the transfer or ownership of the shares of such class or to impose additional restrictions;
- (9) to issue rights to subscribe for, or to convert into, shares of such class or another class;
- (10) to increase the rights and privileges of the shares of another class;
- (11) to restructure the Company in such a way as to cause shareholders of different classes to bear liabilities disproportionately during the restructuring;
- (12) to amend or abrogate the provisions of this chapter.

Article 49 Where matters specified in items (2) to (8), (11) to (12) of Article 48 of these Rules are involved, the affected class of shareholders, whether or not they are entitled to vote at general meetings originally, shall have the right to vote at class meetings. However, interested shareholder(s) shall not be entitled to vote at such class meetings.

- (1) in the event of a repurchase of shares by the Company by way of a general offer to all shareholders in proportion to their existing shareholdings of the Company or by way of public transactions on a stock exchange pursuant to Rule 30 of the Articles of Association, an “interested shareholder” is a controlling shareholder within the meaning of the Articles of Association;
- (2) in the event of a repurchase of shares by the Company by an off-market agreement, an “interested shareholder” is a shareholder related to the agreement;
- (3) in the event of a reorganization of the Company, an “interested shareholder” is a shareholder who assumes relatively less obligation than that of any other shareholder of that class or who has an interest different from that of any other shareholder of that class.

Article 50 Resolutions of a class general meeting shall be approved by votes representing more than two-thirds of the voting rights of shareholders of that class present at the meeting who are entitled to vote at the meeting.

Article 51 The Company shall, within 45 days (inclusive of the date of meeting) before the date of meeting, send a written notice of the meeting of classes of shareholders and inform all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. Shareholders who intend to attend the meeting shall send a written reply to the Company 20 days before the meeting.

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Where the number of voting shares represented by shareholders intending to attend the meeting accounts for more than half of such class of the shares, the Company may convene the meeting of the class of shareholders; if not, the Company shall, within 5 days, notify shareholders of the issues to be considered, the date and venue of the meeting again in the form of a public notice. The Company may then convene the meeting of the class of shareholders after the publication of such notice.

Article 52 Notice of the meetings of the class of shareholders shall deliver to shareholders who are entitled to vote at such meetings only.

A meeting of class of shareholders shall be convened in accordance with the same procedures, as nearly as possible, as that in which meetings are to be convened by the general meetings. The provisions in relation to the procedures for holding general meetings in the Articles of Association also apply to the meetings of class of shareholders.

Article 53 Except for other classes of shareholders, holders of domestic shares and those of overseas-listed shares are deemed to be shareholders of different classes.

The special voting procedures of the meetings of class of shareholders are not applicable to the following circumstances:

- (1) with the approval by special resolutions at the general meeting, the issuance of domestic shares or overseas-listed shares, separately or concurrently, for every a 12-month period and the proposed issuance of domestic shares or overseas-listed shares of not more than 20% of the class of shares in issue and outstanding; or
- (2) any plan regarding the issuance of domestic shares and overseas-listed shares on the approval of the securities regulatory authorities of the State Council.

Chapter 9 Disclosure of Resolutions of Meetings

Article 54 The resolutions of general meetings shall be announced in a timely manner and the announcement shall state the number of shareholders and proxies attending the meeting, the total number of shares carrying voting rights held by them, the proportion to the total number of shares of the Company carrying voting rights, mode of voting, voting results of each proposal and the details of the resolutions passed at the meeting.

The Company shall formulate and announce the statistics for the attendance and voting by holders of domestic shares and foreign shares.

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Article 55 For any proposals which have not been passed or any resolutions which were amended in this general meeting, a special notice shall be made in the announcement of the resolutions of the general meetings.

Article 56 Any proposals passed at general meetings regarding to the distribution of shares, bonus shares and the transfer of capital reserve to share capital shall be implemented within 2 months following the conclusion of the general meeting.

Chapter 10 Minutes

Article 57 Secretary to the board of directors shall be responsible for the preparation of the minutes of general meetings, which shall include the following:

- (1) time, venue, agenda and name of convenor of the meeting;
- (2) names of the chairman of the meeting and attending or presenting directors, supervisors, general managers and other senior management;
- (3) number of shareholders and proxies attending the meeting, the total number of shares carrying voting rights held by them and the proportion to the total number of shares of the Company;
- (4) details of the consideration, the main points of the speeches and the voting results of each proposal;
- (5) advices or recommendations from shareholders and the answer or explanation by directors and supervisors;
- (6) names of the voter-taker and scrutinizer;
- (7) other matters which should be included in the minutes as the general meeting thinks fit and as required in the Articles of Association.

Article 58 All attending directors and supervisors shall sign in the minutes.

All shareholders (including proxies) attending the meeting shall sign in the resolutions of the general meetings.

Minutes and resolutions of the general meetings shall be in Chinese and such minutes, resolutions together with the signature record of attending shareholders and proxy forms shall be kept at the Company's seat.

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Article 59 Copies of the minutes are open for inspection by shareholders during the normal working hours of the Company. Any shareholders who wish to obtain a copy of such minutes may receive the copy within 7 days after paying a reasonable fee.

Chapter 11 Supplementary Provisions

Article 60 These Rules shall come into effect from the date of passing at the general meetings of the Company. Any amendment to these Rules shall be proposed by the board of directors in the form of a proposal, and shall come into effect upon approval at the general meeting.

Article 61 These Rules do not form part of the Articles of Association of the Company. If any matters contained in these Rules are in any way inconsistent with any laws, regulation, administrative regulations (including but not limited to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) or the Articles of Association of the Company, the latter shall prevail.

Article 62 These Rules shall be interpreted by the board of directors of the Company.

Notice of Annual General Meeting and Relating Information

11th Meeting of the First Board of Directors of Dongfeng Motor Group Company Limited

Proposal V

To the annual general meeting of the Company:

Pursuant to Resolution No. 3 to be considered and approved at the 11th meeting of the first board of directors of Dongfeng Motor Group Company Limited (hereinafter referred to as the “Company”), the board of directors decides to propose the following motions for consideration at the annual general meeting of the Company:

To approve and grant a general mandate to the board of directors to issue, allot and deal with, either separately or concurrently, additional domestic shares not exceeding 20% of the domestic shares in issue and additional H shares not exceeding 20% of the H shares in issue of the Company:

“THAT

- (A) (a) subject to paragraph (c) and subject to 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 of directors 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 of the Company 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 of directors 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 of directors pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate nominal amounts of Domestic Shares and H shares in issue at the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue or (ii) any scrip

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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 the period within which the next annual general meeting of the Company is required by its Articles of Association or by law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to 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 of directors be authorized to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issue of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

We wish to submit the above proposal for discussion at the annual general meeting.

Board of directors of
Dongfeng Motor Group Company Limited

18 April 2007

Notice of Annual General Meeting and Relating Information

11th Meeting of the First Board of Directors of Dongfeng Motor Group Company Limited

Proposal VI

To the annual general meeting of the Company:

Pursuant to Resolution No. 2 to be considered and approved at the 11th meeting of the first board of directors of Dongfeng Motor Group Company Limited (hereinafter referred to as the "Company"), the board of directors decides to submit the following proposals for consideration at the annual general meeting of the Company:

To authorise the Board of the Company to issue short-term debentures as it thinks fit to improve the debt structure of the Company and to lower its finance costs:

"THAT

- (A) given that the general meeting held on 16 June 2006 approved the Company to issue public short-term debentures with a maximum maturity term of 365 days and a maximum outstanding amount of RMB4 billion through a book-building and centralised placing process in the PRC inter-bank debenture market on a discounted basis, which were underwritten by the underwriting syndicate led by China Construction Bank Corporation, being the lead underwriter, and the Company has issued short-term debentures of RMB1.9 billion, the Board is authorised to continually appoint China Construction Bank Corporation as the lead underwriter to organize the issuance of short-term debentures with a maximum outstanding amount of RMB2.1 billion and a maximum maturity term of 365 days with reference to the financial and operational conditions of the Company within twelve (12) months of the passing of this resolution; and
- (B) (a) in addition to the issuance of short-term debentures proposed in paragraph (A) above, the Board is authorised to apply to relevant authorities in the PRC with reference to the financial and operational conditions of the Company for a public issuance of short-term debentures with a maximum outstanding amount of RMB4 billion and a maximum maturity term of 365 days in the PRC inter-bank debenture market on a discounted basis within twelve months from the passing of this resolution; and
- (b) the approval granted to the Board in paragraph (a) authorises the Board to determine the exact issuance time and amount of the short-term debentures as it thinks fit and to deal with such issues as the registration of the issuance of short-term debentures with relevant authorities in the PRC."

We wish to submit the above proposal for discussion at the annual general meeting.

Board of directors of
Dongfeng Motor Group Company Limited

18 April 2007