



DONGFENG MOTOR GROUP COMPANY LIMITED*
東風汽車集團股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)
 (Stock Code: 489)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 18 JUNE 2010 ^(Note 1)

I/We ^(Note 2) _____
 of _____
 being the registered holder(s) of ^(Note 3) _____
 Domestic Shares/H Shares ^(Note 4) of RMB1.00 each in the share capital of Dongfeng Motor Group Company Limited (the "Company") HEREBY
 APPOINT THE CHAIRMAN OF THE MEETING ^(Note 5), or _____
 of _____
 as my/our proxy(ies) to attend and act for me/us at the annual general meeting of the Company (the "AGM") to be held at 9:00 a.m. on Friday, 18 June
 2010 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, PRC (and at any adjournment
 thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and at the AGM (and at
 any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as
 my/our proxy(ies) thinks fit.

	Ordinary Resolutions	For ^(Note 6)	Against ^(Note 6)
1.	To consider and approve the report of the board of directors (the "Board") of the Company for the year ended 31 December 2009.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009.		
3.	To consider and approve the report of the international auditors and audited financial statements of the Company for the year ended 31 December 2009.		
4.	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2009 and the authorisation to the Board to deal with all issues relating to the distribution of the final dividend for the year 2009.		
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 2010 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2010).		
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 2010 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 2010.		
	Special Resolutions		
8.	To give grant a general mandate to the Board to issue, allot and deal with additional shares in the Company not exceeding 20 per cent. of each of the existing Domestic Shares and H Shares in issue.		

Signature(s) ^(Note 7) _____

Date: _____ 2010

Notes:

- IMPORTANT: You should first review the annual report of the Company for the year 2009, which is expected to be despatched to shareholders on or about 29 April 2010, about appointing the proxy. The annual report for the year 2009 will include the Report of the Directors for the year 2009, the Report of the Supervisory Committee for the year 2009 and the Audited Financial Statements of the Company for the year 2009 for review by shareholders.**
- Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
- Please strike out the type of shares (domestic shares or H shares) to which this form of proxy does not relate.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST".** If no direction is given, your proxy may vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this form of proxy is signed by an attorney of a shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- In accordance with the Company's Articles of Association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive notice of the AGM, to attend and exercise all the voting powers attached to such share at the AGM.
- In order to be valid, this form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the Secretariat of the Board at the Company's principal place of business in the PRC if you are a holder of domestic shares and at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, if you are a holder of H shares not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be).
- The address and contact details of the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:
 Shops 1712-1716, 17th Floor
 Hopewell Centre
 183 Queen's Road East
 Wanchai, Hong Kong.
 Telephone No.: (+852) 2862 8555
 Facsimile No.: (+852) 2529 6087
- 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
 PRC
 Telephone No.: (+86 27) 8428 5041
 Facsimile No.: (+86 27) 8428 5057
- A shareholder or his/her/its proxy should produce proof of identity when attending the AGM. If a corporate shareholder appoints its legal representative to attend the AGM, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the AGM.

* For identification only