



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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON 9 MARCH 2026 (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 2) _____

of (address) _____

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 * (東風汽車集團股份有限公司) (the “Company”)

HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 5), or _____

of (address) _____

as my/our proxy(ies) to attend and act for me/us at the extraordinary general meeting of the Company (the “EGM”) to be held at 9:00 a.m. on Monday, 9 March 2026 at Special No.1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People’s Republic of China (the “PRC”) (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (or 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.

Special Resolutions		For ^(Note 6)	Against ^(Note 6)
1.	<p>(a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 22 August 2025 entered into between the Company and the Offeror, and the Merger and the transactions contemplated under the Merger Agreement; and</p> <p>(b) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he/she may consider necessary, appropriate, expedient and in the interest of the Company to give effect to or in connection with any transactions contemplated under the Merger Agreement.</p>		
2.	<p>(a) To consider and, if thought fit, to declare and approve the Distribution (on the terms and subject to the Distribution Conditions as described in the Rule 3.5 Announcement and the Composite Document); and</p> <p>(b) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he/she may consider necessary, appropriate, expedient and in the interest of the Company to give effect to or in connection with the Distribution.</p>		

Date: _____ 2026

Signature(s) ^(Note 7) _____

Notes:

1. **IMPORTANT: YOU SHOULD FIRST REVIEW THE NOTICE OF THE EGM OF THE COMPANY DATED 13 FEBRUARY 2026 AND THE COMPOSITE DOCUMENT BEFORE APPOINTING YOUR PROXY.**
2. Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
3. 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).
4. Please strike out the type of Shares (Domestic Shares or H shares) to which this form of proxy does not relate.
5. 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 EGM may appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. **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/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
7. 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.
8. In accordance with the Company’s Articles, 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 EGM, to attend and exercise all the voting powers attached to such Share at the EGM.
9. In order to be valid, this form of proxy together with the power of attorney or other authorisation document (if any) must be delivered, for holders of Domestic Shares, to the Company’s Secretary Board Office of the Board at Special No.1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the PRC, or, for holders of H Shares of the Company, to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the EGM (i.e. not later than 9: 00 a.m. on Sunday, 8 March 2026) or any adjournment thereof.
10. A Shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a Shareholder is a corporation, its legal representative or other person authorised by the board of directors or other governing body of such Shareholder may attend the EGM by producing a notarially certified copy or other certified copy approved by the Company of the resolution of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting (except for a recognised clearing house as defined by relevant ordinances in force from time to time in accordance with Hong Kong laws and its proxies in accordance with the Articles)
11. Please be advised that completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM or any of its adjournments in person should you so wish and in such event, the form of proxy shall be deemed to be revoked.
12. References to time and dates in this form of proxy are to Hong Kong time and dates.
13. Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meaning as those defined in the composite document dated 13 February 2026 jointly issued by Dongfeng Motor Corporation* (東風汽車集團有限公司), Dongfeng Motor Group (Wuhan) Investment Company Limited* (東風汽車集團(武漢)投資有限公司) and the Company (the “**Composite Document**”).

* For identification only