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**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)**

**VOTING RESULTS OF  
EXTRAORDINARY GENERAL MEETING  
VOTING RESULTS  
OF SHAREHOLDERS CLASS MEETINGS  
ELECTION OF DIRECTORS OF THE FIFTH SESSION  
OF THE BOARD OF DIRECTORS AND  
ELECTION OF SUPERVISORS OF THE FIFTH SESSION  
OF THE SUPERVISORY COMMITTEE**

References are made to the circular relating to the Extraordinary General Meeting (the “**EGM**”) and H Shareholders Class Meeting of Dongfeng Motor Group Company Limited (the “**Company**”) dated 10 September 2020. Terms used herein shall have the same meanings as defined in the circular unless otherwise stated.

The EGM, Domestic Shareholders Class Meeting and H Shareholders Class Meeting of the Company were successively held at 9:00 a.m. on Friday, 25 September 2020 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People's Republic of China. The board of directors (the “**Board**”) of the Company hereby announces that the resolutions proposed at the EGM, Domestic Shareholders Class Meeting and H Shareholders Class Meeting were duly passed.

Mr. Zhu Yanfeng, chairman of the Company, presided over the EGM and the Shareholders Class Meetings. The procedures for convening the EGM and the Shareholders Class Meetings comply with the requirements of relevant laws and regulations of the PRC and the Articles of Association of the Company, and the voting results are legal and valid.

## I. VOTING RESULTS OF THE EGM

A total of 8,616,120,000 shares (including 5,760,388,000 domestic shares and 2,855,732,000 H shares), representing 100% of the total issued shares of the Company, entitled shareholders to attend and vote on the resolutions proposed at the EGM. No shareholders had the right to attend the EGM but were required in accordance with the requirements of Rules 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to abstain from voting in favour of or to abstain from voting in accordance with the Listing Rules. Shareholders and authorized proxies holding an aggregate of 7,558,836,585 shares of the Company, representing 87.729008% of the total issued shares of the Company, attended the EGM.

The poll results in respect of the resolutions proposed at the EGM are as follow:

Resolutions		For		Against	
		No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
<b>As Special Resolutions</b>					
1	To consider and approve the proposal on the plan of the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	7,558,270,585	99.992512	566,000	0.007488
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution.					
2	To consider and approve the proposal that the Extraordinary General Meeting and Shareholders Class Meetings authorize the Board of Directors and persons authorized by the Board of Directors the discretion to deal with the matters in relation to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	7,558,836,585	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution.					
3	To consider and approve the proposal on the use of proceeds raised from the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM and its feasibility analysis report	7,558,836,585	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution.					

Resolutions		For		Against	
		No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
4	To consider and approve the proposal on the accumulated profits distribution plan prior to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	7,558,836,585	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution.					
5	To consider and approve the proposal on the three-year dividend distribution plan for Shareholders after the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	7,558,836,585	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution.					
6	To consider and approve the proposal on the dilution of immediate returns due to initial public offering of Renminbi ordinary Shares (A shares) and listing on GEM and remedial measures	7,558,836,585	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution.					
7	To consider and approve the proposal on A Share price stabilization plan within three years after the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	7,558,836,585	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution.					
8	To consider and approve the proposal on amendments to the Articles of Association	7,558,343,785	99.993480	492,800	0.006520
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution.					
9	To consider and approve the proposal relating to the undertakings as to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	7,558,836,585	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as special resolution.					
<b>As Ordinary Resolutions</b>					
10	To consider and approve the proposal relating to the formulation of the Administrative System for A Share Connected Transactions	7,558,836,585	100.000000	0	0.000000
As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution.					

Resolutions		For		Against	
		No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
11	To consider and approve the proposal relating to the formulation of the Administrative System for External Guarantees	7,558,836,585	100.000000	0	0.000000
	As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution.				
12	To consider and approve the proposal relating to the formulation of the Administrative System for A Share Proceeds	7,558,836,585	100.000000	0	0.000000
	As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution.				
13	To consider and approve the proposal on the amendments to the Rules of Procedure of the Shareholders General Meeting	6,511,757,298	86.147613	1,047,079,287	13.852387
	As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution.				
14	To consider and approve the proposal on the amendments to the Rules of Procedure of the Meeting of Board of Directors	6,442,452,363	85.230740	1,116,384,222	14.769260
	As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution.				
15	To consider and approve the proposal on the amendments to the Rules of Procedure of the Meeting of Supervisory Committee	7,558,658,585	99.997645	178,000	0.002355
	As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution.				
16	To consider and approve the proposal relating to the formulation of the Working Rules of Independent Non-executive Directors	7,558,836,585	100.000000	0	0.000000
	As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution.				
17	To consider and approve the proposal on adjusting the work subsidy standard plan for the relevant external Directors	7,553,267,789	99.926327	5,568,796	0.073673
	As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution.				

	Resolutions	For		Against	
		No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
18	To consider and approve the proposal on the election of new session of the Board of Directors, including the followings:				
	18.1 To elect Mr. Zhu Yanfeng as an executive Director of the fifth session of the Board of Directors	7,140,010,476	94.461344	418,648,109	5.538656
	18.2 To elect Mr. Li Shaozhu as an executive Director of the fifth session of the Board of Directors	7,137,875,083	94.433093	420,783,502	5.566907
	18.3 To elect Mr. You Zheng as an executive Director of the fifth session of the Board of Directors	7,431,860,705	98.322482	126,797,880	1.677518
	18.4 To elect Mr. Yang Qing as a non-executive Director of the fifth session of the Board of Directors	7,393,152,421	97.810377	165,506,164	2.189623
	18.5 To elect Mr. Leung Wai Lap, Philip as an independent non-executive Director of the fifth session of the Board of Directors	7,533,196,253	99.663137	25,462,332	0.336863
	18.6 To elect Mr. Zong Qingsheng as an independent non-executive Director of the fifth session of the Board of Directors	7,549,061,922	99.873037	9,596,663	0.126963
	18.7 To elect Mr. Hu Yiguang as an independent non-executive Director of the fifth session of the Board of Directors	7,549,061,922	99.873037	9,596,663	0.126963
	As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution.				
19	To consider and approve the proposal on the election of new session of the Supervisory Committee, including the followings:				
	19.1 To elect Mr. He Wei as a Supervisor of the fifth session of the Supervisory Committee	7,557,881,785	99.993888	462,000	0.006112
	19.2 To elect Mr. Bao Hongxiang as a Supervisor of the fifth session of the Supervisory Committee	7,558,343,785	100.000000	0	0.000000
	As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution.				

## II. VOTING RESULTS OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

A total of 5,760,388,000 domestic shares, representing 100% of the total issued domestic shares of the Company, entitled shareholders to attend and vote on the resolutions proposed at the Domestic Shareholders Class Meeting. No shareholders had the right to attend the Domestic Shareholders Class Meeting but were required in accordance with the requirements of Rules 13.40 of the Listing Rules to abstain from voting in favour of or to abstain from voting in accordance with the Listing Rules. Shareholders and authorized proxies holding an aggregate of 5,760,338,000 shares of the Company, representing 100.000000% of the total issued domestic shares of the Company, attended the Domestic Shareholders Class Meeting.

The poll results in respect of the resolutions proposed at the Domestic Shareholders Class Meeting are as follow:

Resolutions		For		Against	
		No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
As Special Resolutions					
1	To consider and approve the proposal on the plan of the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	5,760,388,000	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.					
2	To consider and approve the proposal that the EGM and Shareholders Class Meetings authorize the Board of Directors and persons authorized by the Board of Directors the discretion to deal with the matters related to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	5,760,388,000	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.					
3	To consider and approve the proposal on the use of proceeds raised from the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM and its feasibility analysis report	5,760,388,000	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.					

Resolutions		For		Against	
		No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
4	To consider and approve the proposal on the accumulated profits distribution plan prior to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	5,760,388,000	100.000000	0	0.000000
	As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.				
5	To consider and approve the proposal on the dilution of immediate returns due to initial public offering of Renminbi ordinary Shares (A shares) and listing on GEM and remedial measures	5,760,388,000	100.000000	0	0.000000
	As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.				
6	To consider and approve the the proposal on A Share price stabilization plan within three years after the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	5,760,388,000	100.000000	0	0.000000
	As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.				
7	To consider and approve the proposal relating to the undertakings as to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	5,760,388,000	100.000000	0	0.000000
	As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.				

### III. VOTING RESULTS OF THE H SHAREHOLDERS CLASS MEETING

A total of 2,855,732,000 H shares, representing 100% of the total issued H shares of the Company, entitled shareholders to attend and vote on the resolutions proposed at the H Shareholders Class Meeting. No shareholders had the right to attend the H Shareholders Class Meeting but were required in accordance with the requirements of Rules 13.40 of the Listing Rules to abstain from voting in favour of or to abstain from voting in accordance with the Listing Rules. Shareholders and authorized proxies holding an aggregate of 1,798,479,085 H shares of the Company, representing 62.977866% of the total issued H shares of the Company, attended the H Shareholders Class Meeting.

The poll results in respect of the resolutions proposed at the H Shareholders Class Meeting are as follow:

Resolutions		For		Against	
		No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
As Special Resolutions					
1	To consider and approve the proposal on the plan of the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	1,797,913,085	99.968529	566,000	0.031471
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.					
2	To consider and approve the proposal on that the EGM and Shareholders Class Meetings authorize the Board of Directors and persons authorized by the Board of Directors the discretion to deal with the matters related to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	1,798,479,085	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.					
3	To consider and approve the proposal on the use of proceeds raised from the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM and its feasibility analysis report	1,798,479,085	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.					
4	To consider and approve the proposal on the accumulated profits distribution plan prior to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	1,798,479,085	100.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.					



Resolutions		For		Against	
		No. of shares voted	Percentage (%)	No. of shares voted	Percentage (%)
5	To consider and approve the proposal on the dilution of immediate returns due to initial public offering of Renminbi ordinary Shares (A shares) and listing on GEM and remedial measures	1,798,479,085	100.000000	0	0.000000
	As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.				
6	To consider and approve the proposal on A Share price stabilization plan within three years after the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	1,798,479,085	100.000000	0	0.000000
	As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.				
7	To consider and approve the undertakings as to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM	1,798,479,085	100.000000	0	0.000000
	As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as an special resolution.				

The full text of the resolutions of the EGM, the Domestic Shareholders Class Meeting and H Shareholders Class Meeting is contained in the circular of the Company dated 10 September 2020. Administrative System for A Share Connected Transactions, Administrative System for External Guarantees, Administrative System for A Share Proceeds and Working Rules of Independent Non-executive Directors shall take effect from the date of the Company's A share issuance and listing. Except that the amendment on the number of directors in Article 97 of the original Articles of Association (i.e. Article 139 of the amended Articles of Association) shall take effect immediately from the date of consideration and approval of the shareholders general meeting, other amendments to the Articles of Association and the amendments to the Rules of Procedure of the Shareholders General Meeting, the Rules of Procedure of the Meeting of Board of Directors and the Rules of Procedure of the Meeting of Supervisory Committee shall take effect from the date of the Company's A share issuance and listing.

#### **IV. ELECTION OF DIRECTORS OF THE FIFTH SESSION OF THE BOARD**

Reference is made to the announcement in relation to, among others, the proposed election of the new session of the Board published by the Company on 10 September 2020 and the circular of the shareholders general meeting on such matters published on the same day.

The EGM has approved that Mr. Zhu Yanfeng, Mr. Li Shaozhu and Mr. You Zheng serve as the executive directors of the fifth session of the Board, Mr. Yang Qing serves as the non-executive director of the fifth session of the Board and Mr. Leung Wai Lap, Philip, Mr. Zong Qingsheng and Mr. Hu Yiguang serve as the independent non-executive directors of the fifth session of the Board. The appointment of the above-mentioned directors shall become effective from the date being approved by the EGM of the Company with a term of three years.

The above executive directors and non-executive directors of the fifth session of the Board will not receive remuneration from the Company as directors; the remuneration of Mr. Zong Qingsheng, as an independent non-executive director, will be not less than RMB60,000 (before tax), and subject to final determination according to the Company's annual performance evaluation results; the remuneration of other independent non-executive directors will be RMB120,000 (after tax) in cash per annum.

#### **V. ELECTION OF SUPERVISORS OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE**

Reference is made to the announcement in relation to, among others, the proposed election of the new session of the Supervisory Committee published by the Company on 10 September 2020 and the circular of the shareholders general meeting on such matters published on the same day.

The EGM has approved that Mr. He Wei and Mr. Bao Hongxiang serve as the non-employee supervisors of the fifth session of the Supervisory Committee, and they, together with Mr. Zheng Hongyi, the employee supervisor elected through democratic elections of the Company, constitute the fifth session of the Supervisory Committee of the Company. The appointment of the above-mentioned supervisors shall become effective from the date being approved by the EGM of the Company with a term of three years.

Mr. He Wei, a non-employee supervisor of the fifth session of the Supervisory Committee, will not receive remuneration from the Company as a supervisor; the remuneration of Mr. Bao Hongxiang, as a non-employee supervisor, will be RMB120,000 (after tax) in cash per annum; Mr. Zheng Hongyi, the employee supervisor, will not receive remuneration from the Company as a supervisor.

By Order of the Board  
**Dongfeng Motor Group Company Limited**  
**Zhu Yanfeng**  
*Chairman*

Wuhan, the PRC  
25 September 2020

*As at the date of this announcement, Mr. Zhu Yanfeng, Mr. Li Shaozhu and Mr. You Zheng are the executive directors of the Company, Mr. Yang Qing is the non-executive director of the Company, and Mr. Leung Wai Lap, Philip, Mr. Zong Qingsheng and Mr. Hu Yiguang are the independent non-executive directors of the Company.*

\* *For identification purposes only*