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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the Company will be held at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People's Republic of China (hereinafter referred to as the "**PRC**"), on Tuesday, 1 December 2020, at 9 a.m. to consider and, if thought fit, pass (with or without amendments) the following resolution:

### **Special Resolution**

1. To consider and approve the proposal on increase in proportion of cash dividends of the company within three years upon A Share Offering and Listing

By Order of the Board  
**Zhu Yanfeng**  
Chairman

Wuhan, PRC  
16 November 2020

*As at the date of this notice, 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; 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

*Notes:*

**1. ELIGIBILITY FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS FOR H SHARES**

In order to determine the Shareholders who are entitled to attend the Extraordinary General Meeting, the register of members of the Company will be closed from Thursday, 26 November 2020 to Tuesday, 1 December 2020, both days inclusive, during which period no registration of Shareholders and transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appeared in the register of members on Tuesday, 1 December 2020 are entitled to attend the Extraordinary General Meeting. In order to attend and vote at the Extraordinary General Meeting, 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 4:30 p.m. on Wednesday, 25 November 2020.

**2. PROXY**

- (1) A Shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a Shareholder of the Company. Where a Shareholder appoints more than one proxy, his/her/its proxies may only exercise the voting rights via a poll.
- (2) The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her/its attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand(s) 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 must be notarised.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the Secretariat of the Board of Directors 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 less than 24 hours before the appointed time for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be).
- (4) 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 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 of these matters shall have been received by the Company prior to the commencement of the Extraordinary General Meeting.

### **3. REGISTRATION PROCEDURE FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING**

- (1) A Shareholder or his/her/its proxy shall produce proof of identity when attending the Extraordinary General Meeting. If a Shareholder is a corporation, its legal representative, other person authorized by the Board of Directors or other governing body of such Shareholder may attend the Extraordinary General Meeting by producing a copy of the resolution of the Board of Directors or other governing body of such Shareholder appointing such person to attend the meeting.
- (2) In accordance with the Articles of Association of the Company, 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 Extraordinary General Meeting, and this notice shall be deemed to be given to all joint holders of such Share.

### **4. VOTING PROCEDURES**

A Shareholder (including his/her/its proxy), when voting at a Shareholders General Meeting, may exercise such voting rights as attached to the number of voting Shares which he/she/it represents, in which case one vote is attached to each Share. At any Shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll is demanded:

- (1) by the Chairman of the meeting;
- (2) by at least two Shareholders present in person or by proxy entitled to vote thereat;
- (3) by one or more Shareholders (including proxies) representing 10% or more (inclusive) of all shares carrying the right to vote at the meeting singly or in aggregate, before or after a vote is carried out by a show of hands.

Unless a poll is demanded, a declaration by the Chairman of the meeting that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.

### **5. MISCELLANEOUS**

- (1) The Extraordinary General Meeting is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the Extraordinary General Meeting are responsible for their own transportation and accommodation expenses.
- (2) The address and contact details of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

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

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

Address: Special No.1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People's Republic of China

Zip code: 430056

Tel: (8627) 8428 5274

Fax: (8627) 8428 5057