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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you have sold or transferred** all your shares in Dongfeng Motor Group Company Limited, you should at once pass this circular to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Dongfeng Motor Group Company Limited.

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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)**

**2022 FINANCING PLAN AND  
PROPOSAL FOR GENERAL MANDATE TO  
REPURCHASE H SHARES**

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A letter from the Board is set out on pages 1 to 4 of this Circular.

Notices convening the Extraordinary General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting to be held at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the PRC on 29 September 2022 (starting at 9:00 a.m.), are set out on pages 9 to 13, 14 to 18 and 19 to 23 of this circular.

Reply slips and forms of proxy for use at the Extraordinary General Meeting and Class Meetings are enclosed herewith and are also published on the HKExnews website (<http://www.hkexnews.hk>). Whether or not you are able to attend the Extraordinary General Meeting and Class Meetings, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return them as soon as practicable, and in any event no later than 24 hours before the time appointed for the holding of the Extraordinary General Meeting and Class Meetings (or any adjournment thereof).

14 September 2022

\* For identification purpose only

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>ii</b>
<b>LETTER FROM THE BOARD .....</b>	<b>1</b>
<b>APPENDIX I – EXPLANATORY STATEMENT.....</b>	<b>5</b>
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING.....</b>	<b>9</b>
<b>NOTICE OF DOMESTIC SHARE CLASS MEETING.....</b>	<b>14</b>
<b>NOTICE OF H SHARE CLASS MEETING .....</b>	<b>19</b>

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“associate”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Board” or “Board of Directors”	the board of Directors of the Company;
“Class Meetings”	the Domestic Share Class Meeting and the H Share Class Meeting;
“Company”	Dongfeng Motor Group Company Limited (東風汽車集團股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Hong Kong Stock Exchange;
“Company Law”	the Company Law of the People’s Republic of China;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	ordinary Share(s) in the Share capital of the Company with a nominal value of RMB1.00 each, which is (are) subscribed for or credited as fully paid in RMB;
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s);
“Domestic Share Class Meeting”	the class meeting of the Domestic Shareholders to be held at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, PRC at 9:30 a.m. on 29 September 2022 (or the time immediately after the conclusion of the Extraordinary General Meeting);
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, PRC at 9:00 a.m. on 29 September 2022;
“H Share(s)”	overseas listed foreign Share(s) in the ordinary Share capital of the Company, with a nominal value of RMB1.00 each;

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## DEFINITIONS

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“H Share Repurchase Mandate”	the general mandate to exercise the power of the Company to use an aggregate amount of funds not exceeding RMB1.5 billion (or equivalent amount in foreign currency) to repurchase H Shares not exceeding 10% of the number of H Shares in issue as at the date of passing the proposed resolution(s) approving the H Share Repurchase Mandate at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting, details of which are set out in the notice of the EGM, the notice of the Domestic Share Class Meeting and and the notice of the H Shareholders’ Class Meeting;
“H Shareholder(s)”	holder(s) of H Share(s);
“H Share Class Meeting”	the class meeting of the H Shareholders to be held at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, PRC at 10:00 a.m. (or the time immediately after the conclusion of the Domestic Share Class Meeting) on 29 September 2022;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	9 September 2022 being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time;
“PRC” or “China”	the People’s Republic of China;
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC;
“SAFE”	State Administration of Foreign Exchange of the PRC;
“Share(s)”	Domestic Share(s) and H Share(s) of the Company;
“Shareholder(s)”	holder(s) of the Share(s) of the Company;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Zhu Yanfeng (*Chairman*)

Yang Qing

You Zheng

*Non-executive Director:*

Huang Wei

*Independent Non-Executive Directors:*

Zong Qingsheng

Leung Wai Lap, Philip

Hu Yiguang

*Registered Office:*

Special No. 1 Dongfeng Road

Wuhan Economic and

Technology Development Zone

Wuhan, Hubei 430056

PRC

*Principal place of business in Hong Kong:*

5/F, Manulife Place

348 Kwun Tong Road

Kowloon, Hong Kong

Dear Sir/Madam,

### **2022 FINANCING PLAN AND PROPOSAL FOR GENERAL MANDATE TO REPURCHASE H SHARES**

#### **INTRODUCTION**

The purpose of this circular is to provide you with further information in relation to 2022 financing plan and the proposal for the H Share Repurchase Mandate.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 2022 FINANCING PLAN

In order to meet the diversified financing channels of the Company, and the application to open the credit lines of inter-bank market bonds and securities market bonds, together with the bank credit lines, can supplement and replace each other, thus opening up diversified financing channels to ensure liquidity, optimal efficiency and the lowest cost, the Company has proposed the 2022 financing plan details of which are as follow:

- I. The amount of securities market bonds applied for registration with the China Securities Regulatory Commission is RMB10 billion (corporate bonds) and the amount of inter-bank market bonds applied for registration with the National Association of Financial Market Institutional Investors is RMB20 billion (ultra-short-term/short-term financing bonds of RMB10 billion and medium-term bills of RMB10 billion).
- II. Authorize the Company's management to consider and approve the specific issuance elements and sign relevant documents according to the Company's actual requirements and market conditions within the limits approved of registration by the China Securities Regulatory Commission and accepted by the National Association of Financial Market Institutional Investors.

The 2022 financing plan and the term of these authorizations commences from the date when the resolution is approved by the EGM to the end of the next AGM of the Company.

### PROPOSAL FOR GENERAL MANDATE TO REPURCHASE H SHARES

Reference is made to the announcement of the Company dated 29 August 2022 in respect of proposed grant of the H Share Repurchase Mandate.

The Company Law (to which the Company is subject and has incorporated in its Articles of Association) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) cancellation of shares for the purpose of reducing its capital; (b) merging with other companies that hold shares in the Company; (c) allocating shares for the purpose of the employee stock ownership plan or share option incentive; (d) shareholders objecting to resolutions of the general meeting of shareholders concerning merger or division of the Company, requiring the Company to buy their shares; (e) allocating shares for the conversion of corporate bonds which are convertible into shares issued by the Company; or (f) as necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders.

PRC laws and regulations and the Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to repurchase H shares of such company that are listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting and special resolutions passed by holders of domestic shares and overseas listed foreign shares in separate class meetings.

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## LETTER FROM THE BOARD

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As the H Shares are traded on the Hong Kong Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in Hong Kong dollars.

In accordance with the requirements of the Articles of Association of the Company applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company within 10 days after the passing of such resolution and also by way of the publication of an announcement on a newspaper within 30 days after the passing of the resolution. Creditors then have a period of up to 30 days after the receipt of Company's written notification or if no such notification has been received, up to 45 days after the publication of the announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

Accordingly, approval is being sought from the Shareholders for a general mandate to repurchase H Shares in issue. In accordance with the legal and regulatory requirements described herein, the Directors will convene the EGM, the Domestic Share Class Meeting and the H Share Class Meeting. A special resolution will be proposed at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting, respectively, to grant the Board the H Share Repurchase Mandate, details of which are set out in the notice of the EGM, the notice of the Domestic Share Class Meeting and the notice of the H Share Class Meeting. The aggregate amount of funds to be used by the Company for the repurchase of H Shares pursuant to the H Share Repurchase Mandate shall not exceed RMB1.5 billion (or equivalent amount in foreign currency). The H Shares which may be repurchased pursuant to the H Share Repurchase Mandate shall not exceed 10% of the number of H Shares in issue of the Company as at the date of passing of the resolution(s) approving the H Share Repurchase Mandate. The period of the H Share Repurchase Mandate shall not exceed the relevant period (the "**Relevant Period**"). The Relevant Period commences from the day when the authority conferred by this special resolution in respect of the grant of the H Share Repurchase Mandate at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting until whichever is the earliest of: (i) the conclusion of the annual general meeting of the Company to be held in respect of the 2022 financial year; or (ii) the date on which the H Share Repurchase Mandate set out in this special resolution is revoked or varied by way of a special resolution at any general meeting, class meeting of the Domestic Shareholders or class meeting of the H Shareholders.

An explanatory statement giving certain information regarding the H Share Repurchase Mandate is set out in Appendix I to this circular.

### THE EXTRAORDINARY GENERAL MEETING AND THE CLASS MEETINGS

The EGM and the Class Meetings will be convened and held for the purpose of, inter alia, considering and approving, by the Shareholders by way of special resolution, the H Share Repurchase Mandate.

Notices convening the Extraordinary General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting to be held at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the PRC on 29 September 2022 starting at 9:00 a.m. are set out on pages 9 to 13, 14 to 18 and 19 to 23 of this circular.

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## LETTER FROM THE BOARD

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Whether or not you intend to attend the EGM and/or the Class Meetings, you are requested to complete and return the enclosed forms of proxy in accordance with the instructions printed on it. The forms of proxy should be returned in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for the EGM and/or the Class Meetings or any adjournment of it. Completion and return of the proxy form will not preclude you from the EGM and/or the Class Meetings or at any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders to be taken at the EGM and the Class Meetings shall be taken by poll. An announcement of the poll results will be made by the Company after the EGM and the Class Meetings in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders has any material interest in the matters to be approved at the EGM and the Class Meetings. Accordingly, none of the Shareholders is required to abstain from voting on the resolutions to be proposed at the EGM and the Class Meetings.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this document misleading.

### RECOMMENDATION

The Directors consider that the H Share Repurchase Mandate mentioned above is in the best interests of the Company and its Shareholders as a whole, and recommend that all Shareholders, Domestic Shareholders and H Shareholders should vote in favour of the relevant resolution to be proposed at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting.

By order of the Board of Directors

**Zhu Yanfeng**

*Chairman*



*In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution(s) to be proposed at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting for the grant of the H Share Repurchase Mandate to the Directors.*

## **H SHARE REPURCHASE MANDATE**

### **Reasons for Repurchasing the H Shares**

The Directors believe that the repurchase of the Company's H Shares is based on the full confidence in the future development of the Company, helps maintain the Company's investment value and the Company's reputation in the capital market, and is also in line with the Company's future development strategy. The Directors are of the view that the flexibility afforded by the H Share Repurchase Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

### **Registered Capital**

As at the Latest Practicable Date, the registered capital of the Company was RMB8,616,120,000 comprising 2,855,732,000 H Shares with a nominal value of RMB1.00 each and 5,760,388,000 Domestic Shares with a nominal value of RMB1.00 each.

### **Exercise of the H Share Repurchase Mandate**

Subject to the passing of the special resolution as set out in the notice of EGM and the special resolution as set out in the notice of H Share Class Meeting and the notice of the Domestic Share Class Meeting, respectively, the Board will be granted the H Shares Repurchase General Mandate until the earliest of:

- (i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 2022; or
- (ii) the date on which the H Share Repurchase Mandate set out in this special resolution is revoked or varied by way of a special resolution at any general meeting, class meeting of the Domestic Shareholders or class meeting of the H Shareholders.

(hereinafter referred to as the “**Relevant Period**”).

The exercise of the H Shares Repurchase General Mandate is subject to relevant approval of and/or filings with the relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

The exercise of the H Shares Repurchase General Mandate (on the basis of 2,855,732,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the EGM, the Domestic Share Class Meeting and H Share Class Meeting) would result in a maximum of 285,573,200 H Shares that may be repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution(s).

### **Funding of Repurchase**

To repurchase its H shares, the Company intends to use self-raised funds legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

### **IMPACT ON WORKING CAPITAL**

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the H Share Repurchase Mandate is to be exercised in full at any time during the Relevant Period (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2021). The Directors do not propose to exercise the H Shares Repurchase General Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the management at the authorisation of the Board in the best interests of the Company.

### **UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the H Share Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

**H SHARES PRICES**

The highest and lowest prices at which the H Shares were traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest Traded price <i>HK\$</i></b>	<b>Lowest Traded Price <i>HK\$</i></b>
<b>2021</b>		
September	8.98	6.80
October	7.68	6.61
November	7.83	6.96
December	7.37	6.41
<b>2022</b>		
January	7.50	6.48
February	7.39	6.58
March	6.92	5.09
April	6.09	5.10
May	6.26	5.31
June	6.31	5.61
July	6.00	5.39
August	5.50	4.88
September (up to the Latest Practicable Date)	5.03	4.72

**GENERAL INFORMATION**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the H Share Repurchase Mandate in the event that the H Shares Repurchase General Mandate is approved by the Shareholders and the conditions (if any) to which the H Shares Repurchase General Mandate are fulfilled.

The Company has not been notified by any connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, and they have undertaken not to sell any H Shares held by them to the Company in the event that the H Share Repurchase Mandate is approved by its Shareholders and the conditions (if any) to which the H Share Repurchase.

Mandate is subject are fulfilled. If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the date of the Latest Practicable Date, Dongfeng Motor Corporation, whose interest in the Company is notifiable under Part XV (Disclosure of Interests) of the SFO, held directly or indirectly approximately 67.30% of the Company's total registered capital. In the event that the Directors exercised in full the power to repurchase H Shares in accordance with the terms of the H Share Repurchase Mandate proposed at the EGM, A Share Class Meeting and H Share' Class Meeting, the total interests of China Energy in the total registered capital of the Company would increase to approximately 69.61%. The Directors are not aware of any consequences which may arise under either or both of the Takeovers Code and any similar applicable law even if the H Share Repurchase Mandate is exercised in full. Moreover, the Directors will not make share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Hong Kong Listing Rules not being complied with.

#### **H SHARES REPURCHASED BY THE COMPANY**

No repurchase of H Shares has been made by the Company in the previous six months preceding the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise).

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Dongfeng Motor Group Company Limited (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 on 29 September 2022 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 14 September 2022 (the “**Circular**”).

#### AS ORDINARY RESOLUTION

1. To consider and approve 2022 financing plan.

#### AS SPECIAL RESOLUTION

2. To consider and, if thought fit, to approve the following general mandate for the Board of Directors and the persons authorised by the Board of Directors to repurchase the Company's H shares:
  - a) the Board of Directors be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to use an aggregate amount of funds not exceeding RMB1.5 billion (or equivalent amount in foreign currency) to repurchase, during the Relevant Period (as defined in paragraph (c) below), the Company's H shares not exceeding 10% of the number of the Company's H shares in issue at the time when this resolution is passed at the Extraordinary General Meeting and the Class Meetings;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- b) the Board of Directors be authorised to handle relevant matters in relation to the repurchase of H Shares, including but not limited to the following:
  - i. formulate and implement the detailed repurchase plan, including but not limited to determining the timing of repurchase, period of repurchase, repurchase price, number of Shares to be repurchased, etc.;
  - ii. notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as Company Law and the Articles of Association;
  - iii. open overseas securities account(s) or any other capital account(s) designated for the repurchase of H Shares, and handle relevant procedures for change of foreign exchange registration;
  - iv. carry out relevant approval or filing procedures (if applicable) pursuant to the applicable laws and regulations and rules;
  - v. handle the cancellation of the repurchased H shares, reduce the Company's registered capital, revise the total amount of share capital, share capital structure and making corresponding amendments to the relevant contents in relation to Articles of Association, and handle the procedures for registration and filing of changes; and
  - vi. execute and handle all other documents and deal with all other matters relating to the repurchase of H Shares.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- c) for the purpose of this special resolution, “**Relevant Period**” means the period from the day when the authority conferred by this special resolution is approved by a special resolution at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting until whichever is the earliest of:
- i. the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 2022; or
  - ii. the date on which the authority conferred by this special resolution is revoked or varied by way of a special resolution at any general meeting, class meeting of the Domestic Shareholders or class meeting of the H Shareholders.

By order of the Board of Directors

**Zhu Yanfeng**

*Chairman*

Wuhan, PRC

14 September 2022

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

\* *For identification purposes only*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

### **1. ELIGIBILITY FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING**

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 26 September 2022 to 29 September 2022, 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 29 September 2022 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 23 September 2022.

### **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 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.
- (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.



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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

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## NOTICE OF DOMESTIC SHARE CLASS MEETING

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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 DOMESTIC SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that a class meeting (the “**Domestic Share Class Meeting**”) of the holders of Domestic shares (“**Domestic Shareholders**”) of Dongfeng Motor Group Company Limited (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 on 29 September 2022 at 9:30 a.m. (or the time immediately after the conclusion of the Extraordinary General Meeting) for the purpose of considering and, if thought fit, passing the following resolutions:

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 14 September 2022 (the “**Circular**”).

#### AS ORDINARY RESOLUTION

1. To consider and approve 2022 financing plan.

#### AS SPECIAL RESOLUTION

2. To consider and, if thought fit, to approve the following general mandate for the Board of Directors and the persons authorised by the Board of Directors to repurchase the Company’s H shares:
  - a) the Board of Directors be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to use an aggregate amount of funds not exceeding RMB1.5 billion (or equivalent amount in foreign currency) to repurchase, during the Relevant Period (as defined in paragraph (c) below), the Company’s H shares not exceeding 10% of the number of the Company’s H shares in issue at the time when this resolution is passed at the Extraordinary General Meeting and the Class Meetings;

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## NOTICE OF DOMESTIC SHARE CLASS MEETING

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- b) the Board of Directors be authorised to handle relevant matters in relation to the repurchase of H Shares, including but not limited to the following:
  - i. formulate and implement the detailed repurchase plan, including but not limited to determining the timing of repurchase, period of repurchase, repurchase price, number of Shares to be repurchased, etc.;
  - ii. notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as Company Law and the Articles of Association;
  - iii. open overseas securities account(s) or any other capital account(s) designated for the repurchase of H Shares, and handle relevant procedures for change of foreign exchange registration;
  - iv. carry out relevant approval or filing procedures (if applicable) pursuant to the applicable laws and regulations and rules;
  - v. handle the cancellation of the repurchased H shares, reduce the Company's registered capital, revise the total amount of share capital, share capital structure and making corresponding amendments to the relevant contents in relation to Articles of Association, and handle the procedures for registration and filing of changes; and
  - vi. execute and handle all other documents and deal with all other matters relating to the repurchase of H Shares.

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## NOTICE OF DOMESTIC SHARE CLASS MEETING

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- c) for the purpose of this special resolution, “**Relevant Period**” means the period from the day when the authority conferred by this special resolution is approved by a special resolution at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting until the earliest of:
- i. the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 2022; or
  - ii. the date on which the authority conferred by this special resolution is revoked or varied by way of a special resolution at any general meeting, class meeting of the Domestic Shareholders or class meeting of the H Shareholders.

By order of the Board of Directors

**Zhu Yanfeng**

*Chairman*

Wuhan, the People’s Republic of China

14 September 2022

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

\* *For identification purposes only*

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## NOTICE OF DOMESTIC SHARE CLASS MEETING

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*Notes:*

### **1. ELIGIBILITY FOR ATTENDING THE DOMESTIC SHARE CLASS MEETING**

In order to determine the Domestic Shareholders who are entitled to attend the Domestic Share Class Meeting, the register of members of the Company will be closed from 26 September 2022 to 29 September 2022, both days inclusive, during which period no registration of Domestic Shareholders and transfer of Domestic Shares will be effected. Holders of Domestic Shares whose names appeared in the register of members on 29 September 2022 are entitled to attend the Domestic Share Class Meeting.

### **2. PROXY**

- (1) A Domestic Shareholder entitled to attend and vote at the Domestic Share Class 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 Domestic 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 Domestic Shareholder or his/her/its attorney duly authorised in writing. If the Domestic 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 Domestic 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 Company's Secretary Office of the Board in China (Address: Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan), not less than 24 hours before the appointed time for holding the Domestic Share Class 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 Domestic 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 Domestic Share Class Meeting.

### **3. REGISTRATION PROCEDURE FOR ATTENDING THE DOMESTIC SHARE CLASS MEETING**

- (1) A Domestic Shareholder or his/her/its proxy shall produce proof of identity when attending the Domestic Share Class Meeting. If a Domestic Shareholder is a corporation, its legal representative, other person authorized by the Board of Directors or other governing body of such Domestic Shareholder may attend the Domestic Share Class Meeting 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 Domestic 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 Domestic 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 Domestic Share at the Domestic Share Class Meeting, and this notice shall be deemed to be given to all joint holders of such Domestic Share.

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## NOTICE OF DOMESTIC SHARE CLASS MEETING

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### 4. VOTING PROCEDURES

A Domestic Shareholder (including his/her/its proxy), when voting at the Domestic Share Class 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 Domestic Share. At any Domestic Share Class 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 Domestic Shareholders present in person or by proxy entitled to vote thereat;
- (3) by one or more Domestic Shareholders (including proxies) representing 10% or more (inclusive) of all shares carrying the right to vote at the meeting singly or in aggregate. 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 Domestic Share Class Meeting is expected to be concluded within half a day. Domestic Shareholders (in person or by proxy) attending the Domestic Share Class Meeting are responsible for their own transportation and accommodation expenses.

- (2) The address and contact details of the Company's Secretary Office of the Board, are as follows:

Address: Special No.1 Dongfeng Road, Wuhan Economic and Technology Development Zone,  
Wuhan, Hubei, the People's Republic of China  
Tel: (8627) 8428 5274  
Fax: (8627) 8428 5057

- (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

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## NOTICE OF H SHARE CLASS MEETING

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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 H SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that a class meeting (the “**H Share Class Meeting**”) of the holders of H shares (“**H Shareholders**”) of Dongfeng Motor Group Company Limited (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 on 29 September 2022 at 10:00 a.m. (or the time immediately after the conclusion of the Domestic Share Class Meeting) for the purpose of considering and, if thought fit, passing the following resolution:

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 14 September 2022 (the “**Circular**”).

### AS ORDINARY RESOLUTION

1. To consider and approve 2022 financing plan.

### AS SPECIAL RESOLUTION

2. To consider and, if thought fit, to approve the following general mandate for the board of directors and the persons authorised by the Board of Directors to repurchase the Company's H shares:
  - a) the Board of Directors be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to use an aggregate amount of funds not exceeding RMB1.5 billion (or equivalent amount in foreign currency) to repurchase, during the Relevant Period (as defined in paragraph (c) below), the Company's H shares not exceeding 10% of the number of the Company's H shares in issue at the time when this resolution is passed at the Extraordinary General Meeting and the Class Meetings;

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## NOTICE OF H SHARE CLASS MEETING

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- b) the Board of Directors be authorised to handle relevant matters in relation to the repurchase of H Shares, including but not limited to the following:
- i. formulate and implement the detailed repurchase plan, including but not limited to determining the timing of repurchase, period of repurchase, repurchase price, number of Shares to be repurchased, etc.;
  - ii. notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as Company Law and the Articles of Association;
  - iii. open overseas securities account(s) or any other capital account(s) designated for the repurchase of H Shares, and handle relevant procedures for change of foreign exchange registration;
  - iv. carry out relevant approval or filing procedures (if applicable) pursuant to the applicable laws and regulations and rules;
  - v. handle the cancellation of the repurchased H shares, reduce the Company's registered capital, revise the total amount of share capital, share capital structure and making corresponding amendments to the relevant contents in relation to Articles of Association, and handle the procedures for registration and filing of changes; and
  - vi. execute and handle all other documents and deal with all other matters relating to the repurchase of H Shares.



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## NOTICE OF H SHARE CLASS MEETING

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- c) for the purpose of this special resolution, “**Relevant Period**” means the period from the day when the authority conferred by this special resolution is approved by a special resolution at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting until the earliest of:
- i. the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 2022; or
  - ii. the date on which the authority conferred by this special resolution is revoked or varied by way of a special resolution at any general meeting, class meeting of the Domestic Shareholders or class meeting of the H Shareholders.

By order of the Board of Directors

**Zhu Yanfeng**

*Chairman*

Wuhan, the People’s Republic of China

14 September 2022

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

\* *For identification purposes only*

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## NOTICE OF H SHARE CLASS MEETING

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*Notes:*

### **1. ELIGIBILITY FOR ATTENDING THE H SHARE CLASS MEETING**

In order to determine the H Shareholders who are entitled to attend the H Share Class Meeting, the register of members of the Company will be closed from 26 September 2022 to 29 September 2022, both days inclusive, during which period no registration of H Shareholders and transfer of H Shares will be effected. Holders of H Shares whose names appeared in the register of members on 29 September 2022 are entitled to attend the H Share Class Meeting. In order to attend and vote at the H Share Meeting, H Shareholders 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 23 September 2022.

### **2. PROXY**

- (1) An H Shareholder entitled to attend and vote at the H Share Class 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 an H 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 an H Shareholder or his/her/its attorney duly authorised in writing. If the H 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 H 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 H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the appointed time for holding the H Share Class 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 H 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 H Share Class Meeting.

### **3. REGISTRATION PROCEDURE FOR ATTENDING THE H SHARE CLASS MEETING**

- (1) An H Shareholder or his/her/its proxy shall produce proof of identity when attending the H Share Class Meeting. If an H Shareholder is a corporation, its legal representative, other person authorized by the Board of Directors or other governing body of such H Shareholder may attend the H Share Class Meeting 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 H 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 H 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 H Share at the H Share Class Meeting, and this notice shall be deemed to be given to all joint holders of such H Share.

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## NOTICE OF H SHARE CLASS MEETING

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### 4. VOTING PROCEDURES

An H Shareholder (including his/her/its proxy), when voting at the H Share Class 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 H Share. At any H Share Class 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 H Shareholders present in person or by proxy entitled to vote thereat;
- (3) by one or more H Shareholders (including proxies) representing 10% or more (inclusive) of all shares carrying the right to vote at the meeting singly or in aggregate.

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 H Share Class Meeting is expected to be concluded within half a day. H Shareholders (in person or by proxy) attending the H Share Class 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  
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