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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;

- 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.

- 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*

*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.

#### **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