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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 (hereinafter referred to as the “**EGM**”) of Dongfeng Motor Group Company Limited (hereinafter referred to as the “**Company**”) will be held at 9:00 a.m. on Thursday, 9 March 2023 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, the People's Republic of China (hereinafter referred to as the “**PRC**”) for the purposes of considering and, if thought appropriate, passing with or without amendments, among others, the following resolution:

Ordinary Resolution

1. To consider and approve the Renewed Master Logistics Services Agreement (as defined in the circular of the Company dated 21 February 2023) and the transactions and proposed annual caps contemplated thereunder; and to authorise the directors of the Company to execute such documents and take such action as they deem appropriate to implement and give effect to the Renewed Master Logistics Services Agreement.

By order of the Board
Zhu Yanfeng
Chairman

Wuhan, the PRC, 21 February 2023

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, and 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 EGM AND CLOSURE OF REGISTER OF MEMBERS FOR H SHARES

In order to determine the shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Monday, 6 March 2023 to Thursday, 9 March 2023, both days inclusive, during which period no registration of shareholders and transfer of shares will be effected. Holders of H shares and domestic shares of the Company whose names appear in the register of members on 9 March 2023 are entitled to attend the EGM. In order to attend and vote at the EGM, 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 shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on Friday, 3 March 2023, being the last share registration date.

2. PROXY

- (1) A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her/its behalf. A proxy 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 notarized.
- (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 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 time appointed for the EGM (i.e. no later than 9:00 a.m. on 8 March 2023) 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 EGM.

3. REGISTRATION PROCEDURE FOR ATTENDING THE EGM

- (1) A shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a shareholder is a corporation, its legal representative or other person authorised by the board of directors or other governing body of such shareholder may attend the EGM by producing a notarially certified copy or other certified copy approved by the Company of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (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 EGM, and this notice shall be deemed to be given to all joint holders of such share.

4. MISCELLANEOUS

- (1) The EGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the EGM 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 principle 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
Postcode: 430056
Tel: (8627) 8428 5274
Fax: (8627) 8428 5057