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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Dongfeng Motor Group Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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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)

- (1) THE REPORT OF THE BOARD FOR 2022**
- (2) THE REPORT OF THE SUPERVISORY COMMITTEE FOR 2022**
- (3) THE INDEPENDENT AUDITORS' REPORT AND
AUDITED FINANCIAL STATEMENTS FOR 2022**
- (4) THE PROFIT DISTRIBUTION PROPOSAL OF THE COMPANY
FOR 2022 AND FINAL DIVIDEND PAYMENT**
- (5) INTERIM DIVIDEND FOR 2023**
- (6) THE REMUNERATION OF THE DIRECTORS AND
THE SUPERVISORS FOR 2023**
- (7) AMENDMENTS TO THE RULES OF PROCEDURE OF
THE GENERAL MEETING**
- (8) AMENDMENTS TO THE RULES OF PROCEDURE OF
THE MEETING OF BOARD OF DIRECTORS**
- (9) GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO
REPURCHASE H SHARES**
- (10) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (11) APPOINTMENT OF ACCOUNTING FIRMS**
- (12) GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE,
ALLOT AND DEAL WITH DOMESTIC SHARES AND H SHARES**

Terms used in this cover shall have the same meanings as defined in this Circular.

Notices concerning the convening of the Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting of Dongfeng Motor Group Company Limited starting from 9:00 a.m. on Tuesday, 20 June 2023 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, PRC, are set out on pages 58 to 73 of this Circular. A letter from the Board is set out on pages 1 to 10 of this circular. Whether or not you are able to attend the Annual General Meeting and the Class Meetings, please complete the form of proxy previously sent to you together with the notice of the Annual General Meeting and the Class Meetings 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 Annual General Meeting and the Class Meetings.

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DEFINITIONS

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

“Amended Articles of Association”	the amended Articles of Association incorporating and consolidating all the Proposed Amendments;
“Annual General Meeting” or “AGM”	the annual general meeting for the year of 2022 of the Company to be held at 9:00 a.m. on Tuesday, 20 June 2023 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, PRC;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors of the Company;
“Class Meetings”	collectively, the H Share Class Meeting and the Domestic Share Class Meeting
“Company”	Dongfeng Motor Group Company Limited* (東風汽車集團股份有限公司), a joint stock company incorporated in the PRC with limited liability and the H shares of which are listed on the Stock Exchange;
“Company Law”	the Company Law of the PRC;
“DFM”	Dongfeng Motor Corporation (東風汽車集團有限公司), controlling shareholder of the Company, a state-owned enterprise established under the laws of the PRC, which directly and indirectly holds approximately 69.11% equity interests in the total issued share capital of the Company;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	issued 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 Shareholders”	the holders of Domestic Shares;

DEFINITIONS

“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 20 June 2023 (or the time immediately after the conclusion of the Annual General Meeting);
“Group”	the Company and its subsidiaries;
“HKD”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“H Share(s)”	overseas listed foreign Share(s) in the ordinary Share capital of the Company, with a nominal value of RMB1.00 each;
“H Shareholder(s)”	holders of H Shares;
“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. on 20 June 2023 (or the time immediately after the conclusion of the Annual General Meeting and the Domestic Share Class Meeting);
“H Share Repurchase Mandate”	the general mandate to exercise the power of the Company 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 AGM, the Domestic Share Class Meeting and the H Share Class Meeting;
“Latest Practicable Date”	22 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau and Taiwan;
“Proposed Amendments”	the proposed amendments to the existing Articles of Association as set out in Appendix IV to this circular proposed to be approved by the Shareholders of the Company at the AGM;
“RMB”	Renminbi, the lawful currency of the PRC;
“Rules of Procedures of the General Meeting”	the rules of procedures of the general meeting of the Company, as amended from time to time;
“Rules of Procedures of the Meeting of Board of Directors”	the rules of procedures of the meeting of Board of Directors of the Company, as amended from time to time;
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiaries”	companies directly or indirectly controlled by the parties;
“%”	Per cent.

Note: For illustration purpose only, the exchange rate used in this circular is HKD1.00 = RMB0.899.

LETTER FROM THE BOARD



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:

Mr. Zhu Yanfeng (*Chairman*)

Mr. Yang Qing

Mr. You Zheng

Registered Office:

Special No. 1 Dongfeng Road

Wuhan Economic and Technology

Development Zone

Wuhan, Hubei 430056 PRC

Independent Non-Executive Directors:

Mr. Zong Qingsheng

Mr. Leung Wai Lap, Philip

Mr. Hu Yiguang

Principal place of business in the PRC:

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

29 May 2023

Dear Sir or Madam

- (1) THE REPORT OF THE BOARD FOR 2022**
- (2) THE REPORT OF THE SUPERVISORY COMMITTEE FOR 2022**
- (3) THE INDEPENDENT AUDITORS' REPORT AND
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- (12) GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE,
ALLOT AND DEAL WITH DOMESTIC SHARES AND H SHARES**

* For identification only

LETTER FROM THE BOARD

I. INTRODUCTION

The purposes of this circular are:

- (a) to provide you with information relating to the resolutions proposed at the Annual General Meeting and the Class Meetings; and
- (b) to issue to you the notice of the AGM and notices of the Class Meetings to consider and if thought fit, approve the proposed resolutions.

II. PROPOSED MATTERS FOR THE ANNUAL GENERAL MEETING

1. The report of the Board for the year ended 31 December 2022

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the report of the Board for the year ended 31 December 2022. For details, please refer to the 2022 annual report of the Company published on the Company's website and the Stock Exchange's website.

2. The report of the supervisory committee of the Company for the year ended 31 December 2022

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022. For details, please refer to the 2022 annual report of the Company published on the Company's website and the Stock Exchange's website.

3. The independent auditors' report and audited financial statements of the Company for the year ended 31 December 2022

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the independent auditors' report and audited financial statements of the Company for the year ended 31 December 2022. For details, please refer to the 2022 annual report of the Company published on the Company's website and the Stock Exchange's website.

LETTER FROM THE BOARD

4. The profit distribution proposal of the Company for the year ended 31 December 2022 and final dividend payment for 2022

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2022 and the authorization to the Board to deal with all issues in relation to the Company's distribution of final dividend for the year 2022. For details, please refer to the 2022 annual report of the Company published on the Company's website and the Stock Exchange's website.

5. Interim dividend for 2023

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the authorization to the Board to deal with all issues in relation to the Company's distribution of interim dividend for the year 2023 at its absolute discretion (including, but not limited to determine whether to distribute interim dividend for the year 2023).

6. The remuneration of the Directors and the supervisors of the Company for 2023

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the remuneration of the Directors and the supervisors of the Company determined by the Board for the year 2023. Details are as below:

6.1 Annual Remuneration

No.	Positions	Annual Remuneration
1	Executive Directors	Nil
2	Non-executive Directors	Nil
3	Independent Non-executive Directors	Held by head of state-owned enterprise who quit his/her position RMB60,000-100,000 before tax (received according to the results of performance evaluation)
		Held by other personnel RMB120,000 after tax
4	Supervisors	Nil
5	Independent Supervisors	Nil

Notes:

- The executive Directors and non-executive Directors do not receive remuneration in their capacities of directors, while executive Directors receive salaries in their capacities as employees of the Company and non-executive Directors receive their relevant remuneration from the Company
- Executive and non-executive Directors took part in the Scheme of Stock Appreciation Rights in their capacity of directors

LETTER FROM THE BOARD

- According to the relevant requirements by the SASAC, the independent non-executive directors and the independent supervisors shall not take part in the stock appreciation rights plan
- Internal supervisors receive salaries in their capacities of employees of the Company rather than supervisors
- Internal supervisors took part in the Scheme of Stock Appreciation Rights in their capacity as employees of the Company instead of supervisors

6.2 Allowance of Meetings

No.	Positions	Allowance of meetings (RMB before tax)		
		Meetings of the Board of Directors	Meetings of special committees	Meetings of the supervisory committee
1	Executive Directors	Nil	Nil	Nil
2	Non-executive Directors	Nil	Nil	Nil
3	Independent Non-executive Directors	Held by head of state-owned enterprise who quit his/her position	Nil	Nil
		Held by other personnel	RMB3,000/meeting	RMB2,000/meeting
4	Supervisors	Nil	Nil	Nil
5	Independent Supervisors	Nil	Nil	Nil

7. Amendments to the Rules of Procedure of the General Meeting

The Company intends to amend the Rules of Procedure of the General Meeting in order to (i) conform to the Amended Articles of Association; and (ii) make other housekeeping amendments for the purpose of clarifying existing practices and making consequential amendments. For details of the amendments to the Rules of Procedures of the General Meeting, please see Appendix I to this circular.

The amendments to the Rules of Procedure of the General Meeting will become effective on the date when they are considered and approved at the AGM.

The above resolution was considered and approved at the twenty-sixth meeting of the fifth Board of the Company held on 29 March 2023 and is hereby proposed at the AGM for Shareholders' consideration and approval.

LETTER FROM THE BOARD

8. Amendments to the Rules of Procedure of the Meeting of Board of Directors

The Company intends to amend the Rules of Procedure of the Meeting of Board of Directors in order to (i) conform to the Amended Articles of Association; and (ii) make other housekeeping amendments for the purpose of clarifying existing practices and making consequential amendments. For details of the amendments to the Rules of Procedure of the Meeting of Board of Directors, please see Appendix II to this circular.

The amendments to the Rules of Procedures of the Meeting of Board of Directors will become effective on the date when they are considered and approved at the AGM.

The above resolution was considered and approved at the twenty-sixth meeting of the fifth Board of the Company held on 29 March 2023 and is hereby proposed at the AGM for Shareholders' consideration and approval.

9. Grant of general mandate to the Board of Directors to repurchase H Shares

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 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.

As the H Shares are traded on the 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.

LETTER FROM THE BOARD

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 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 AGM, the Domestic Share Class Meeting and the H Share Class Meeting. A special resolution will be proposed at the AGM, 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 AGM, the notice of the Domestic Share Class Meeting and the notice of the H Share Class Meeting. 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 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 AGM, 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 2023 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 III to this circular.

The repurchase of H Shares may or may not be carried out. The repurchase will only be carried out after the Board considers the actual situations of the Company and changes in market, notifies creditors of the Company and issues announcements, convenes meeting of bondholders and obtains relevant approvals in accordance with the Company Law, relevant laws and regulations and the Articles of Association. The Board will only repurchase H Shares when the Board believes that the repurchase of Shares will benefit the Company and its Shareholders.

LETTER FROM THE BOARD

10. Proposed amendments to the Articles of Association

As disclosed in the announcement of the Company dated 29 March 2023, the Board proposed to amend the existing Articles of Association of the Company, among others, (i) to conform to the amended Appendix 3 to the Listing Rules which took effect on 1 January 2022; (ii) to reduce the issued share capital of the Company after share repurchases; and (iii) to make other housekeeping amendments to the existing Articles of Association for the purpose of clarifying existing practices and making consequential amendments in line with the proposed amendments. The Board proposes that the Company adopts the Amended Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

The Proposed Amendments are set out in Appendix IV to this circular. The English translation of the Proposed Amendments is for reference only. In case of any discrepancy or inconsistency between the Chinese version and its English translation, the Chinese version shall prevail.

The Proposed Amendments as well as the adoption of the Amended Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM and shall take effect upon the passing of the special resolution.

The legal advisers to the Company as to Hong Kong laws and PRC laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and do not contravene the applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

11. Appointments of accounting firms

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the appointments of Ernst & Young as the international auditor of the Company for the year 2023, and Ernst & Young Hua Ming LLP as the domestic auditor of the Company for the year 2023 to hold office until the conclusion of annual general meeting for the year 2023, and to authorize the Board to determine their remunerations.

LETTER FROM THE BOARD

12. To consider and approve the general mandate to the Board to issue, allot and deal with domestic shares and H shares

A special resolution will be proposed at the Annual General Meeting to consider and approve the general mandate to the Board to issue, allot and deal with additional Domestic Shares and H shares. Details are as below:

For the purpose of increasing the flexibility and efficiency of operation, to grant a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20 percent of total number of Domestic Shares in issue and additional H Shares not exceeding 20 percent of total number of H Shares in issue, and authorize the Board to make corresponding amendments to the Articles of Association of the Company as it thinks appropriate so as to reflect the new capital structure upon the allotment or issuance of shares.

“THAT

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of the Company and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H shares and to make or grant offers, agreements, options and powers of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and powers of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) each of the aggregate nominal amounts of Domestic Shares and H shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20 percent of each of the total number of Domestic Shares and H shares in issue as at the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; and

LETTER FROM THE BOARD

- (d) for the purposes of this resolution: “Relevant Period” means the period from (and including) the date of passing of this resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of a period of 12 months from the date of passing of the special resolution granting the general mandate; or (iii) the date of revocation or revision of the authority given under this resolution by a special resolution of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to the holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements, of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board shall be authorized to make corresponding amendments to the Articles of Association of the Company as it thinks appropriate so as to reflect the new capital structure upon the allotment or issuance of shares as provided in subparagraph (a) of paragraph (A) of this resolution.”

III. ANNUAL GENERAL MEETING AND CLASS MEETINGS

Notices convening the Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting starting from 9:00 a.m. on Tuesday, 20 June 2023 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, PRC are set out on pages 58 to 73 to this circular.

IV. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a shareholders’ general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions at the Annual General Meeting and the Class Meetings will be taken by way of a poll.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Directors believe that all the resolutions proposed for consideration and approval as set out in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favor of all the resolutions to be proposed at the AGM and the Class Meetings as set out in the notices of the AGM and the Class Meetings.

VI. 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

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

**RULES OF PROCEDURE OF THE GENERAL MEETING OF DONGFENG
MOTOR GROUP COMPANY LIMITED**

CHAPTER I GENERAL PRINCIPLES

- Article 1** In order to safeguard the legitimate interest of the shareholders, define the duties and authorities of general meetings and ensure the disciplined operation and lawful exercise of authorities of general meetings, these rules are formulated by Dongfeng Motor Group Company Limited (hereinafter referred to as the “**Company**”) pursuant to the Company Law of the Peoples’ Republic of China (hereinafter referred to as the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Listing Rules**”), the Articles of Association of Dongfeng Motor Group Company Limited (hereinafter referred to as the “**Articles of Association**”) and other relevant laws and regulations.
- Article 2** The Rules shall be binding on the Company, all its shareholders, directors, supervisors, senior management and other relevant personnel present at the general meetings.
- Article 3** The general meetings shall be convened by the board of directors of the Company pursuant to the Company Law and other relevant laws and regulations, the Articles of Association and these rules hereof on the holding of the general meetings. All directors of the Company shall have the fiduciary duty for the normal convening of general meetings and shall not obstruct the legitimate exercise of authorities at general meetings.
- Article 4** Any shareholder who holds the shares of the Company legally and validly is entitled to personally or authorize a proxy of the shareholders to attend a general meeting, and shall have various rights including the right to be informed, the right to speak, the right to raise questions and the right to vote pursuant to law and these rules.
- Article 5** The secretary to the board of directors of the Company shall be responsible for the implementation of all preparatory and organizational work for the convening of the general meetings.

CHAPTER II FUNCTION AND POWER OF GENERAL MEETINGS

Article 6 General meetings represent the power of the Company and shall exercise the following authorities in accordance with laws:

- (1) to decide on the operating policies and investment plans of the Company;
- (2) election and replacement of directors, and determine the remuneration of directors;
- (3) election and replacement of supervisors appointed by shareholder representatives, and determine the remuneration of supervisors;
- (4) to review and approve the reports of the board of directors;
- (5) to review and approve the reports of the supervisory committee;
- (6) to review and approve the annual financial budgets and final accounts of the Company;
- (7) to review and approve the profit distribution plans and loss recovery plans of the Company;
- (8) to make resolutions on any increase or reduction of registered capital of the Company;
- (9) to make resolutions on matters such as merger, division, dissolution and liquidation of the Company;
- (10) to make resolutions on the issue of bonds of the Company;
- (11) to make resolutions on the appointments, dismissals or non-reappointments of accounting firms;
- (12) to amend the Articles of Association;
- (13) to consider the resolution of shareholders representing more than 5% (including 5%) of the Company's voting shares;
- (14) other matters which shall be passed at the general meeting as prescribed by the laws, administrative regulations and the Articles of Association.

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

A general meeting shall exercise its powers within the scope stipulated by the Company Law and shall not interfere with the decisions of shareholders with regards to the exercise of their own rights.

Article 7 The matters mentioned above are within the scope of authority of the general meeting and shall be considered and approved by the general meeting. If it is necessary, reasonable and legal, the general meeting may authorize or entrust the board of directors to handle the matters authorized or entrusted by it.

Where an authority granted by the general meeting to the board of directors is related to a matter subject to an ordinary resolution as provided under these rules, such resolution shall be passed by votes representing more than half of the voting rights held by the shareholders (including their proxies) present at the general meeting; where it is related to a matter subject to a special resolution as provided under these rules, such resolution shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the general meeting.

CHAPTER III CONVENING OF GENERAL MEETINGS

Article 8 General meetings shall include annual general meetings and extraordinary general meetings.

Article 9 Annual general meetings shall be convened once every year and convened within 6 months from the end of the last accounting year. When the Company convenes an annual general meeting, a notice of the meeting shall be given 20 days before the date of the meeting or such time as required by the place where the shares of the Company are listed (whichever is earlier), and when the Company convenes an extraordinary general meeting, a notice of the meeting shall be given 15 days before the date of the meeting or such time as required by the place where the shares of the Company are listed (whichever is earlier), to notify the shareholders whose names appear in the register of members under the class in question of the time, venue and matters to be considered.

Article 10 The board of directors shall convene an extraordinary general meeting within 2 months upon the occurrence of any of the following:

- (1) the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by the Articles of Association;

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

- (2) the uncovered losses of the Company reach one third of total share capital;
- (3) shareholder(s) holding more than 10% (including 10%) of the Company's outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;
- (4) it is deemed necessary by the board of directors or proposed by the supervisory committee;
- (5) it is proposed by more than two independent non-executive directors.

Article 11 The procedures for convening an extraordinary general meeting or a class meeting of the shareholders at the request of the shareholders shall be as follows:

- (1) Two or more shareholders who hold an aggregate of 10% or more of the shares carrying voting rights at such proposed meeting may sign one or several written requests in the same form requesting the board of directors to convene an extraordinary general meeting or a class meeting of the shareholders, specifying the objects of the meeting. Upon receipt of the said written request, the board of directors shall convene an extraordinary general meeting or a class meeting of shareholders as soon as possible. The number of the shares held as aforesaid shall be calculated based on those shares held by the shareholders as at the date of the written request.
- (2) Where the board of directors fails to give notice to convene the meeting within 30 days upon the receipt of the said written request, the requesting shareholders may themselves convene a meeting within 4 months upon the receipt of the said request by the board of directors. A meeting convened by the requesting shareholders shall be convened in accordance with the same procedures, as nearly as possible, as that in which meetings are to be convened by the board of directors.

Article 12 Where the shareholders decide to convene the general meeting on their own, they should inform the board of directors in writing, and the board of directors and the secretary to the board of directors shall be cooperative for the purpose of the meeting.

Article 13 Any reasonable expenses incurred by the requesting shareholders by reason of the failure of the board of directors to convene a meeting in response to the aforesaid request(s) shall be borne by the Company and deducted from fees due to such directors in default of their obligations.

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

CHAPTER IV QUALIFICATION OF ATTENDING SHAREHOLDERS

Article 14 Shareholders whose names appear on the register of members on the date for entitlement registration set out in the notice of general meetings shall be entitled to attend and vote at the meeting after required registration.

Article 15 Any shareholder who is entitled to attend and vote at general meetings shall be entitled to appoint one or more proxy(ies), which shall not be a shareholder, as his/her proxy(ies) to attend and vote on his/her behalf.

Article 16 A shareholder shall appoint his/her proxy(ies) in writing and the proxy form shall be signed by the appointor or an agent authorized by him/her in writing. Where the appointor is a legal person, the proxy form shall bear its seal or be signed by its director or an authorized officer or an agent duly appointed and shall specify the number of shares represented by the proxy on behalf of its appointor.

Article 17 The proxy form shall be lodged at the Company's seat or such other venue as specified in the notice convening the meeting at least 24 hours prior to the time of the relevant meeting, or 24 hours prior to the appointed voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authority shall be notarized. The notarized power of attorney or other authority together with the proxy form shall be lodged at the Company's seat or such other venue as specified in the notice convening the meeting. The proxy form shall have a specified date of signing.

Where an appointor is a legal person, its legal representative or such persons authorized by the board of directors and other decision-making bodies shall act a proxy to attend the general meeting of the Company.

If the shareholder is the recognized clearing house or its attorney, such shareholder is entitled to appoint the representative of recognized clearing house or one or more persons as it thinks fit to be its authorized representative ~~his proxies to attend on his behalf~~ at a general meeting or at any class meeting or creditors' meeting, and the authorized representatives have the same legal rights as other shareholders, including the right to speak and vote; but if one or more persons have such authority, the letter of authorization shall specify the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house as an individual shareholder of the Company.

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

Article 18 The format of the proxy form given by the board of directors of the Company to the shareholders for use of proxy appointment shall allow the shareholders to choose in their own whether to indicate the casting of affirmative or dissenting votes, and shall allow them to indicate how to vote for each resolution put forward to the general meeting. The proxy form shall state that the proxy may vote at his/her discretion if no such indications are given.

Article 19 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 principal or revocation of the proxy or power of authority or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company before the commencement of the meeting at which the proxy is valid.

Article 20 A proxy who represents the shareholder to attend the general meeting shall produce his/her identification. Where a legal person appoints its legal representative to attend the meeting, such representative shall produce his/her identification and the notarized copy of the resolution of the board of directors or other competent bodies of the legal person (other than a recognized Stock Exchange) appointing such representative or other certified copies thereof.

Article 21 The proxy may exercise the following rights pursuant to the appointment made by the appointing shareholder:

- (1) the same right as such shareholder to express at the general meeting;
- (2) the authority to demand, jointly or severally, a poll;
- (3) the right to vote by show of hands or on a poll; however, where more than one proxy is appointed, the proxies may only vote on a poll.

CHAPTER V PROPOSALS AND NOTICES OF GENERAL MEETINGS

Article 22 Proposals of the general meetings are detailed discussion documents prepared in respect of matters needed to be discussed by the general meetings. Proposals of the general meeting shall generally be raised by the board of directors.

Article 23 When the Company convenes an annual general meeting, shareholder(s) holding 5% or more of the total number of shares of the Company carrying voting rights shall be entitled to propose new motions in writing to the board of directors prior to the convening of such meeting. The subject of the motions shall be within the scope of duty of general meetings, be clear and specific, and shall comply with the provisions under laws, administrative regulations and the Articles of Association.

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

Article 24 ~~When the Company convenes a general meeting, a written notice of the meeting shall be given 45 days (the date of meeting included but the date on which the notice is given excluded) before the date of the meeting to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting. Shareholders who intend to attend the relevant general meeting must respond, in writing to the Company, 20 days prior to the date the relevant general meeting is intended to be held.~~

Article 25 ~~The Company shall, based on the written replies received 20 days before the date of the shareholders' general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than one-half of the Company's total voting shares, the Company may convene the general meeting, otherwise, the Company shall within five days notify the shareholders again by announcement regarding the matters intended to be considered, the place and the date of the meeting. The Company then may convene the meeting after publication of such notice.~~

~~An extraordinary general meeting shall not resolve on matters not stated in the notice of meeting.~~

Article 24 Notices of general meetings shall meet the following requirements:

- (1) be in written form;
- (2) designate the place, date and time of the meeting ;
- (3) specify the matters to be discussed at the meeting;
- (4) provide shareholders with the information and explanation necessary for them to make informed decisions in connection with the matters to be discussed. This principle shall include (but not be limited to) where the Company proposes to merge, repurchase its shares, restructure share capital or undergo other reorganization. The specific conditions and contracts (if any) of the proposed transactions must be provided and the reasons and effects of that must be properly explained;
- (5) if any director, supervisor, manager and other senior management have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such director, supervisor, manager and other senior management as shareholders is different from that of other shareholders of the same class, the differences shall also be specified;

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

- (6) state the full text of any special resolution proposed to be approved at the meeting;
- (7) contain a clear written statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies need not be shareholders;
- (8) state the date and place for the delivery of the proxy forms for the meeting.

Article 25 The notice of a general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by hand or by pre-paid mail to their addresses as shown in the register of members.

Article 26 If, by accident or omission, notice of the meeting is not sent to persons entitled to the notice or such persons fail to receive the notice, the meeting and resolution adopted at the meeting shall not be rendered void therefor.

Article 27 Any notice and supplementary notice of general meetings shall sufficiently and completely disclose the details of all proposals, as well as all the information or explanations which are necessary for the shareholders to make a reasonable judgment in respect of the matters to be discussed.

Article 28 Where the election of directors and supervisors are proposed to be discussed at a general meeting, the notice of the general meeting shall sufficiently disclose the detailed information about the director and supervisor candidate(s), including at least the following contents:

- (1) personal information including education background, work experience and part-time job;
- (2) whether he/she is connected with the Company or its controlling shareholders and de facto controller;
- (3) his/her shareholding in the Company;
- (4) whether there is any rule by competent authorities in relation the breach of provisions under securities laws and regulations.

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

Article 29 After the notice of the general meeting is issued, the general meeting shall not be postponed or cancelled, and the proposals set out in such notice shall not be cancelled without valid reasons. In case of postponement or cancellation, the convener shall publish an announcement at least ~~tentwo~~ ten working days before the original date of the general meeting and state the relevant reasons.

CHAPTER VI CONVENING OF GENERAL MEETINGS

Article 30 General meeting shall be convened and chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to attend the meeting for any reason, the Deputy chairman of the board of directors shall convene and chair the meeting. If both the chairman and the deputy chairman of the board of directors are unable to attend the meeting, the chairman may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present at the meeting shall elect one of them to act as the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including a proxy) holding the greatest number of shares carrying the voting right at the meeting shall be the chairman of the meeting.

Article 31 The convener shall verify the lawfulness of shareholders' qualifications against the register of shareholders provided by the securities depository and clearing institution and register the shareholders' names and the number of voting shares that they hold. Registration shall be completed by the time the chairman of the meeting announces the opening of the meeting.

Article 32 The chairman of the meeting shall, prior to voting, declare the number of attending shareholders and proxies as well as the total number of their voting shares, and the number of attending shareholders and proxies and the total number of their voting shares as recorded in the meeting's registration shall be adopted.

Article 33 Shareholders may raise enquiries about the Company at general meeting and, except for trade secrets of the Company which may not be disclosed at the meeting, the chairman of the meeting shall instruct the directors, supervisors or other attendees to answer such enquiries.

Article 34 When a general meeting of the Company is convened, the directors, supervisors and secretary to the board of directors who are in relation to the motions shall attend the meeting, while the president, vice president and other senior management who are in relation thereto shall present at the meeting. Chairmen of all committees and external auditors shall present the annual general meeting.

CHAPTER VII VOTING OF MEETINGS

Article 35 The general meeting shall vote for each proposal listed in the agenda. As for the different proposals relating the same matter, the voting sequence shall be in the order as stated in the proposals.

Article 36 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.

Article 39 ~~Unless a poll is demanded by the following persons before or after voting by show of hands, a resolution put to vote at a general meeting shall be decided on a show of hands:~~

- ~~(1) the chairman of the meeting;~~
- ~~(2) at least two members present in person or by proxy having the right to vote;~~
- ~~(3) a member or members present in person or by proxy holding shares, severally or jointly, of 10% or more conferring the right to attend and vote at the meeting.~~

~~Unless a poll is demanded, a declaration by the chairman of the meeting in respect of the voting results by show of hands in relation to a resolution and a record of the same in the minutes of the meeting shall serve as conclusive evidence of the passing of a resolution, without requiring evidence of the number of affirmative and dissenting votes cast or their respective proportions.~~

~~A demand for a poll may be withdrawn by the person making such demand.~~

Article 40 ~~If the chairman of the election demands a poll or the meeting is adjourned, the voting shall be carried out immediately. For any other matters which is decided by way of poll as demanded, the time for voting shall be decided by the chairman and the meeting shall continue to discuss other matters. The voting results shall be deemed as the resolutions passed at such meeting.~~

Article 37 On a poll, shareholders (including proxies) entitled to have two or more votes need not cast all of their votes as either affirmative votes or dissenting votes.

Subject to the provisions under the Listing Rules, if any shareholder who may not exercise any voting rights or shall only vote for or against a particular resolution casts a vote, which is not in accordance with the above limitation and restriction, the vote of such shareholder shall not be taken into account when determining the voting results.

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

Article 38 In the event of equality of votes, the chairman of the meeting shall be entitled to an additional vote.

Article 39 Resolutions of general meetings shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be passed at the general meeting by votes of more than half of the voting rights represented by shareholders (including proxies) attending the general meeting.

Special resolutions shall be passed at the general meeting by votes of more than two-thirds of the voting rights represented by shareholders (including proxies) attending the general meeting.

Shareholders (including proxies) attending the meeting shall clearly indicate whether they vote for or against each matter put to vote. Abstention votes shall not be calculated as valid votes with voting rights when determining the voting results.

Article 40 The following matters shall be approved by ordinary resolutions at a general meeting:

- (1) work reports of the board of directors and the supervisory committee;
- (2) profit distribution plans and loss recovery plans formulated by the board of directors;
- (3) appointment or removal of members of the board of directors and members of the supervisory committee, their remuneration and method of payment;
- (4) annual budgets and final accounts, balance sheets and profit and loss accounts and other financial statements of the Company;
- (5) matters other than those which shall be passed by special resolution as prescribed by the laws, administrative regulations and Articles of Association;

Article 41 The following matters shall be approved by special resolutions at general meetings:

- (1) increase or reduction in share capital of the Company and the issue of shares of any class, warrants and other similar securities;
- (2) the issuance of debentures of the Company;

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

- (3) demerger, merger, dissolution and liquidation and major acquisitions or disposals of the Company;
- (4) amendment of these Articles of Association;
- (5) any other matter considered and resolved by way of an ordinary resolution by the shareholders in general meeting that which is material to the Company and shall be adopted by special resolution.

CHAPTER VIII SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS

Article 42 Shareholders holding different classes of shares shall be deemed as class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association.

Article 43 Any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon being approved at the general meeting by a special resolution and the separate meeting held by the affected class shareholders as required by Articles 49 to 53 in these rules.

Article 44 The following circumstances shall be deemed as variation or abrogation of the rights of shareholders of a certain class:

- (1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having the same or more rights on voting, distributions or other privileges;
- (2) to effect an exchange of all or part of the shares of such class with another class or to effect an exchange of all or part of the shares of another class with the shares of such class or to grant the rights of such an exchange;
- (3) to cancel or reduce the vested rights to accrued dividends or rights to cumulative dividends of such class;
- (4) to reduce or cancel the preferential rights vested with such class in claiming the dividends or the distribution of properties in liquidation of the Company;
- (5) to increase, reduce or cancel the rights on conversion of shares, options, voting rights, transfer or pre-emptive rights or rights to acquire securities of the Company of such class;

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

- (6) to cancel or reduce the rights of such class to receive any monies payable in a particular currency by the Company;
- (7) to create a new class of shares having the same or more rights on voting, distributions or other privileges than that of such class;
- (8) to restrict or enhance the restriction on the transfer or ownership of the shares of such class;
- (9) to issue options or rights on conversion of shares of such class or another class of shares;
- (10) to increase the rights or privileges of another class;
- (11) to reorganize the Company where the proposed reorganization with result in different classes of shareholders undertaking liabilities not in a proper proportion;
- (12) to amend or abrogate the provisions of this chapter.

Article 45

Shareholders of the affected class, whether or not having the right to vote at the general meeting, shall have the right to vote at class meetings on matters concerning in clause (2) to (8) and (11) to (12) of Article 48 in this chapter, but interested shareholders shall not be entitled to vote at class meetings.

- (1) in the case of a repurchase of shares by making offers to all shareholders of the Company on a same pro rata basis or through public dealing at a stock exchange, “interested shareholders” shall refer to the controlling shareholders as defined in the Articles of Association;
- (2) in the case of a repurchase of shares by an over-the-counter agreement, “interested shareholders” shall refer to the shareholders to which the proposed agreement relates;
- (3) in the case of a restructuring plan of the Company, “interested shareholders” shall refer to shareholders within a class who bear liabilities less than the proportion burden imposed on other shareholders of that class or who have interests different from other shareholders of the same class.

Article 46

A resolution passed in a class meeting shall only be passed by more than two-third of the shares with voting rights of shareholders of that class.

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

Article 47 When the Company convenes a class shareholders' meeting, a written notice of the meeting shall be given 45 days (including the date of the meeting) before 20 days before the date of the meeting or such time as required by the place where the Company has its shares listed (whichever is earlier), and when the Company convenes an extraordinary class meeting, a written notice of the meeting shall be given 15 days before the date of the meeting or such time as required by the place where the Company has its shares listed (whichever is earlier), to notify the shareholders whose names appear in the register of members under the class in question of the matters to be considered at and the date and place of the meeting. Shareholders who intend to attend the relevant meeting shall reply in writing to the Company 20 days prior to the date of convening such meeting.

~~The Company may convene a class shareholders' meeting if the number of shares with voting rights at the meeting represented by the shareholders intending to attend the meeting are more than one-half of the total number of shares with voting rights of the said class at the meeting; otherwise, the Company shall, within 5 days notify the shareholders of the matters to be considered, date and venue of the class shareholders' meeting in the form of public announcement. The Company then may convene the meeting after publication of such notice.~~

Article 48 Notice of the class meeting shall be given to the shareholders who are entitled to vote in such meeting.

The proceedings in class meeting shall be as same as possible to that of the proceedings in general meetings and the articles related to the proceedings of general meetings provided in the Articles of Association shall apply to the class meeting.

Article 49 Apart from holders of shares of other classes, the holders of domestic shares and holders of overseas-listed foreign shares are deemed to be different classes of shareholders.

The special procedures for approval by class shareholders shall not apply in the following circumstances:

- (1) where the Company issues, upon the approval by a special resolution of its shareholders in general meetings, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas listed foreign shares; and
- (2) where the Company's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment is carried out within 15 months from the date of approval by the securities regulatory authorities of the State Council.

CHAPTER IX DISCLOSURE OF RESOLUTIONS OF MEETINGS

Article 50 Resolutions of a general meeting should be announced in a timely manner, and the number of shareholders and proxies, the total number of voting shares held by them and percentage of the Company's total number of voting shares, the voting method, the poll result in respect of each proposal and details of each resolution passed shall be stated in relevant announcement.

The Company shall respectively record and announce the voting results of shareholders of domestic shares and foreign shares.

Article 51 For a proposal which has not been passed or the resolution in respect of which has been passed in the previous general meeting but is varied in this general meeting, special note should be included in the announcement of resolutions of the general meeting.

Article 52 For proposals in relation to distribution of cash dividend, bonus issue or the transfer of capital surplus to share capital, the Company shall implement relevant specific plans within 2 months after the conclusion of the general meeting.

CHAPTER X MINUTES OF MEETINGS

Article 53 Minutes of general meetings shall be taken by the Secretary to the Board and include the following information:

- (1) time, place and agenda of meeting, and the name of the convener;
- (2) names of the chairman of the meeting, the directors, supervisors, general manager and other senior management attending or present at the meeting;
- (3) number of shareholders and proxies attending the meeting, total number of the shares carrying voting rights held by them, and the percentage of such shares against the total number of shares of the Company;
- (4) process of consideration, key points of the speech and voting results for each proposal;
- (5) shareholders' enquiries or recommendations and answers or explanations from directors and supervisors;

APPENDIX I THE RULES OF PROCEDURE OF THE GENERAL MEETING

- (6) names of the vote counter and the scrutineer;
- (7) other issues that shall be recorded in the minutes as opined by the general meeting and as required in the Articles of Association.

Article 54 The directors and supervisors attending the meeting shall sign the minutes of the meeting.

Shareholders (including proxies) attending the meeting shall sign the resolution of the general meeting.

The minutes and resolutions of the general meetings shall be in the Chinese language, and the minutes and resolutions of the general meetings together with the attendance record of shareholders and the powers of attorney of the proxies shall be kept at the domicile of the Company.

Article 55 Copies of the minutes of meetings shall be available for review free of charge for shareholders during the business hours of the Company. If any shareholder requests for a copy of any minutes, the Company shall send a copy to him/her within seven days after receipt of reasonable charges.

CHAPTER XI SUPPLEMENTARY PROVISIONS

Article 56 These rules shall take effect from the date of their approval at the general meeting of the Company. Any amendments to these rules shall be made by the board of directors by drawing up drafting of such amendments and shall take effect after such draft amendments are approved at the general meeting.

Article 57 In the event of any conflict between any matters not covered by these rules and the latest provisions promulgated under the laws, administrative regulations, the Listing Rules of the place where the Company is located and its shares are listed and the Articles of Association, the provisions of the laws, administrative regulations, the Listing Rules of the place where the Company is located and its shares are listed and the Articles of Association shall prevail.

Article 58 The power of interpretation of these rules shall be vested in the board of directors of the Company.

**RULES OF PROCEDURE OF THE MEETING OF BOARD OF DIRECTORS OF
DONGFENG MOTOR GROUP COMPANY LIMITED**

CHAPTER I GENERAL PROVISIONS

Article 1 These rules have been formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Listing Rules**”), the Articles of Association of Dongfeng Motor Group Company Limited* (東風汽車集團股份有限公司) (hereinafter referred to as the “**Articles of Association**”) and other relevant laws and regulations in order to safeguard the independent, standardised and effective exercise of the powers and functions of the board of directors of Dongfeng Motor Group Company Limited (hereinafter referred to as the “**Company**”) in accordance with the law and to ensure the efficient and standardised operation and scientific decision-making of the board of directors.

Article 2 The board of directors shall be accountable to the shareholders' general meeting. The meeting of the board of directors shall be the main form of procedures of the board of directors.

Article 3 The secretary to the board of directors of the Company shall be responsible for the implementation of all preparatory and organizational work for the convening of the meeting of the board of directors.

CHAPTER II FUNCTION AND POWER OF THE BOARD OF DIRECTORS

Article 4 The board of directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:

- (1) to be responsible for the convening of the shareholders' general meetings and to report on its work to the shareholders in general meetings;
- (2) to implement the resolutions passed by the shareholders in general meetings;
- (3) to determine the business plans and investment proposals of the Company;
- (4) to formulate the preliminary and final annual financial budgets of the Company;

- (5) to formulate the profit distribution proposal and loss recovery proposal of the Company;
- (6) to formulate the debt and financial policies, proposals for the increase or reduction of the registered capital of the Company and for the issuance of debentures;
- (7) to draw up the material acquisition or disposal proposals and plans for the merger, division or dissolution of the Company;
- (8) to determine the establishment of the internal management structure of the Company;
- (9) to appoint or remove the president of the Company, to appoint or remove the vice president and the finance director of the Company based on the nominations of the president, and to decide on their remuneration;
- (10) to decide on the establishment of the branch organizations of the Company;
- (11) to set up the basic management system of the Company, including the financial management and human resources management systems;
- (12) to formulate proposals for any amendment of the Articles of Association;
- (13) to submit the proposals for application for bankruptcy of the Company;
- (14) to determine the external guarantees of the Company under the authorization of general meetings;
- (15) except for the matters that the Company Law and the Articles of Association require to be resolved by the shareholders in general meeting, to decide on other important and administrative matters of the Company and to execute other important agreements;
- (16) to exercise such other authorities as conferred at general meetings and the Articles of Association.

APPENDIX II THE RULES OF PROCEDURE OF THE MEETING OF BOARD OF DIRECTORS

Article 5 The board of directors shall not, without the prior approval by shareholders in general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the amount or value of the consideration for the proposed disposal, and the amount or value of the consideration for any such disposal of any fixed assets of the Company completed in a period of four months immediately preceding the proposed disposal, exceeds 33% of the value of the fixed assets of the Company as shown in the latest balance sheet tabled at a shareholders' general meeting.

For the purposes of this Article, disposal includes the transfer of an interest in assets but does not include the charge of fixed assets for the provision of security.

Article 6 The board of directors shall be subject to the supervision by the supervisory committee and shall not obstruct or hinder the inspection, audit and other activities carried out by the supervisory committee in accordance with its authority.

Article 7 Necessary conditions for the board of directors to perform its duties:

The president shall provide the directors with the necessary information and materials to enable the board of directors to make scientific, efficient and prudent decisions.

The directors may request the president or, through the president, the relevant departments of the Company to provide with the information and explanations necessary to enable them to make scientific, efficient and prudent decisions.

Where the independent non-executive directors consider it necessary and with the consent of more than one-half of all independent non-executive directors, they may engage an independent agency to issue independent opinions as the basis for their decision making, and the cost of engaging the independent agency shall be borne by the Company.

CHAPTER III COMPOSITION OF THE BOARD OF DIRECTORS AND ITS SUBORDINATE BODIES

Article 8 The board of directors of the Company shall consist of not more than 13 directors, and have one chairman and one vice chairman.

The board of directors shall consist of executive directors, non-executive directors and independent non-executive directors. At least half of the members of the board of directors shall be external directors (External directors are directors who do not serve within the Company); and at least one-third of them shall be independent non-executive directors.

Article 9 The directors of the Company shall be natural persons. Each of the directors shall be elected at the shareholders' general meeting for a term of three years, renewable subject to re-election upon expiry of his/her term of office. The board of directors shall have power from time to time to appoint a director to fill a vacancy or as an addition to the board of directors. Where the board of directors appoints a director to fill a casual vacancy or as an addition to the board of directors, such director so appointed shall hold office until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

The chairman shall be elected and removed by more than half of all of the members of the board of directors. The chairman of the board of directors shall exercise the following powers:

- (1) to preside over shareholders' general meetings and to convene and preside over meetings of the board of directors;
- (2) to organize the meetings of executive directors and supervise the implementation of resolutions passed by the board of directors;
- (3) to sign the securities certificates issued by the Company;
- (4) to exercise other powers conferred by the board of directors.

Where the chairman is unable to exercise his/her powers, such powers shall be exercised by a deputy chairman or other director(s) designated by the chairman.

Article 10 Other directors other than external directors may concurrently serve as other senior management of the Company other than supervisors. The number of senior management members (i.e. the chairman, deputy chairman and executive directors) of the controlling shareholders who concurrently serve as the chairman, deputy chairman and executive directors of the Company shall exceed two.

Article 11 The board of directors of the Company shall have one Nomination Committee, one Audit and Risk Management Committee and one Remuneration Committee. The board of directors may establish other special committees and adjust existing committees as necessary.

APPENDIX II THE RULES OF PROCEDURE OF THE MEETING OF BOARD OF DIRECTORS

Article 12

The Nomination Committee shall comprise three to five directors, a majority of whom shall be independent non-executive directors, and shall be chaired by the chairman of the board of directors or an independent non-executive director. The followings are the major duties and authorities of the Nomination Committee:

- (1) to advise the board of directors on the composition of the board of directors based on the operation, asset scale and equity structure of the Company;
- (2) to study and advise the board of directors on the selection criteria and procedures of directors;
- (3) to extensively search for and select director candidates who are eligible for directorship;
- (4) to review the qualification of director candidates and advise the board of directors on nomination for election;
- (5) to give recommendations on nomination for election based on the composition of professional committees under the board of directors;
- (6) to assess the independence of independent non-executive directors (if the board of directors intends to propose a resolution to appoint an individual as an independent non-executive director by way of election at the general meeting, a circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting shall provide (1) the process for identifying such person, the reasons for the board of directors considering that such person should be selected and appointed and the reasons for the board of directors considering such person to be independent; (2) the reasons for the board of directors considering that such person is still able to devote sufficient time to fulfill his/her responsibilities as a director if such independent non-executive director candidate is to become a director of the seventh (or more) listed company; (3) the viewpoints and perspectives, skills and experience that such person can bring to the board of directors; and (4) how such person will contribute to the diversity of the board of directors);
- (7) where an independent non-executive director has served more than nine years, the Board of directors should discuss whether to continue to appoint that director, including the factors considered to believe such director is still independent and should be re-elected;

- (8) to give recommendations on candidates of president, vice president, secretary to the board of directors and person-in-charge of the finance department and other senior officers for appointment by the board of directors;
- (9) to review the structure, size and composition of the board of directors, in reviewing and assessing composition of the Board of directors and nomination of directors, various factors relating to the Board of directors diversity shall be taken into consideration, including but not limited to gender, age, culture and educational background, professional experience, and ensure that the board of directors has access to independent views and opinions, and to propose any changes intended to be made to the board of directors to correspond with the strategy of the Company for facilitating the implementation of the strategy of the Company;
- (109) to advise the board of directors on the appointment or re-appointment and succession plan of directors and senior management;
- (11) to comply with the relevant requirements based on any new amendments to the duties and authorities of the Nomination Committee under the Listing Rules ~~of the places where the Company is located and where the shares of the Company are listed~~;
- (12) reporting to the board of directors on matters relating to the Corporate Governance Code in Appendix 14 to the Listing Rules;
- (13+) other duties as authorized by the board of directors.

Article 13

The Audit and Risk Management Committee shall comprise three to five non-executive directors (a majority of whom shall be independent non-executive directors) and shall be chaired by an independent non-executive director. ~~and at~~ At least one of the independent non-executive directors shall have appropriate professional qualifications and experience in accounting or relevant financial management; the former partner of the auditing firm participating in auditing the accounts of the Company shall not be a member of the Committee within two years since the following dates, whichever is the later: (1) the date he ceased to be the partner of such auditing firm; or (2) the date he ceased to enjoy the financial benefits of such auditing firm.

Article 13

The following are the major duties and authorities of the Audit and Risk Management Committee:

- (1) making recommendations to the Board of directors on the appointment, re-appointment and removal of the external auditor, including the remuneration and terms of engagement of the external auditor, and any issues related to its resignation or dismissal; ~~providing advice and recommendation to the board of directors on the appointment or replacement of intermediary firms such as auditor and their remuneration;~~
- (2) reviewing the financial reports of the Company, accounting policy of the Company and its changes, and other financial documents that required approval of the board of directors, and making suggestions to the board of directors. Members of the Audit Committee should liaise with the Board of directors and senior management and meet at least twice a year with the Company's external auditor and shall be concerned with significant or unusual items that are reflected in the report and accounts and related matters raised by the Company's finance, auditor and external auditor. In reviewing the financial reports before submission to the Board of directors, the Audit Committee should focus particularly on: any changes in accounting policies and practices; major judgemental areas; significant adjustments resulting from audit; the going concern assumption and any qualifications; compliance with accounting standards; and compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (3) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard; and discussing about the nature and scope of the audit and related responsibilities with the auditor prior to the commencement of the audit;
- (4) acting as the key representative body for overseeing the Company's relations with the external auditor;
- (54) developing and implementing policy on engaging an external auditor to supply non-audit services;
- (6) reviewing the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response to ensure that the Board of directors provides a timely response to the relevant issues raised in the external auditor's management letter;

APPENDIX II THE RULES OF PROCEDURE OF THE MEETING OF BOARD OF DIRECTORS

- ~~(54) acting as the key representative body for overseeing the Company's relations with the external auditor; having to meet the auditors at least once a year without the presence of the management to discuss about the audit fee, issues arising from the auditing work and other matters suggested by the auditor;~~
- (7) evaluating and determining the nature and extent of risks that the Company is willing to accept in achieving its strategic objectives, and to report and make recommendations to the board of directors;
- (8) reviewing the systems for financial control, risk management and internal control of the Company, and discuss the risk management and internal control systems with the management to ensure the management has performed their duties to establish an effective internal control system, the contents of which shall cover the adequacy of resources, qualifications and experience of staff in the accounting and financial reporting function, as well as the adequacy of training courses and budgets for staff;
- (9) considering the annual report of risk management and internal control assessment of the Company, and making suggestions to the board of directors;
- (10) taking the initiative or responding to the appointment of the board of directors to conduct a research in relation to the important investigation result of risk management and internal control and the management's response to the investigation result from the management;
- (11) coordinating the communication and work of internal and external auditors;
- (12) ensuring sufficient resources provided to and appropriate standing for the internal auditing department within the Company, and review and monitor the efficiency of the internal auditing department;
- (13) to review the following arrangements of the Company which the employees and those who deal with the Company may, in confidence and anonymity, raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit and Risk Management Committee shall ensure that proper arrangements are in place for a fair and independent investigation of such matters and for appropriate follow-up actions;
- (14) complying with any new requirements on the duties and authorities of the Audit and Risk Management Committee under the Listing Rules of the places where the Company is located and where the shares of the Company are listed;

(15) reporting to the board of directors on matters relating to the Corporate Governance Code in Appendix 14 to the Listing Rules;

(16) other duties as authorised by the board of directors.

Article 14

The Remuneration Committee shall comprise three to five directors (a majority of whom shall be independent non-executive directors) and shall be chaired by an independent non-executive director. The followings are the major duties and powers of the Remuneration Committee:

- (1) to make recommendations to the Board of directors on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policies to formulate the remuneration structure and strategy of senior management, and submit the same to the board of directors for approval;
- (2) to formulate the remuneration proposal of directors, supervisors and senior management and medium and long-term incentive schemes and submit it to the board of directors for approval, and conduct performance appraisal for senior management;
- (3) to make suggestion on the remuneration of particular executive directors and senior management to the board of directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (4) to review and approve the compensation (if any) payable to the executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is consistent ~~determined in accordance~~ with relevant contractual terms and is otherwise ~~also~~ fair and reasonable and not excessive for the Company;
- (5) to review and approve compensation arrangements (if any) relating to the dismissal or removal of the directors for misconduct to ensure that such arrangements are consistent ~~determined in accordance~~ with relevant contractual terms and compensation payment is otherwise reasonable and appropriate;
- (6) to ensure that no director or any of his/her associates determine his/her own remuneration. The remuneration of a non-executive director who is a member of the Remuneration Committee shall be determined by other committee members;

- (7) to comply with any new requirements on the duties and authorities of the Remuneration Committee under the Listing Rules ~~of the places where the Company is located and where the shares of the Company are listed;~~
- (8) to review and approve the management's remuneration proposals with reference to the Board of directors' corporate goals and objectives;
- (9) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (10) to make recommendations to the Board of directors on the remuneration of non-executive directors;
- (11) to review and/or approve matters relating to share schemes as set out in Chapter 17 to the Listing Rules;
- (128) other duties authorised by the board of directors.

CHAPTER IV SECRETARY TO THE BOARD OF DIRECTORS

Article 15

The Company shall have one secretary to the board of directors, who shall be a senior officer of the Company, and appointed and removed by the board of directors. His/her main duties include:

- (1) to ensure the completeness of the organization documents and records of the Company; ensure the preparation and provision of the reports and documents required by the PRC authorities in compliance with the laws; ensure the register of shareholders have been properly maintained and those who have rights to obtain the relevant records and documents can get them in time.

- (2) to report and submit relevant information and documents to Hong Kong Stock Exchange according to the Listing Rules of ~~Hong Kong Stock Exchange~~ under the direction of the board of directors; prepare various documents for shareholders' general meetings as well as meetings of the board of directors; submit all documents relating to the Company to the Companies Registry of Hong Kong.

Article 16 The board of directors shall have one office, which shall be located at ~~the Office of the secretary~~ of the board of directors, as the day-to-day working body of the secretary to the board of directors in discharging his/her duties.

CHAPTER V CONVENING OF THE MEETINGS OF BOARD OF DIRECTORS

Article 17 The meetings of the board of directors shall be divided into regular meetings of the board of directors and extraordinary meetings of the board of directors depending on the certainty of the convening of the meetings of the board of directors.

Article 18 Regular meetings of the board of directors shall be held four times a year, with the time and topics of the convening being in line with the annual work plan approved by the board of directors, and the regular meetings as set out in the annual plan shall include, but not limited to, the following topics:

- (1) Working meeting as at the beginning of the year

The meeting shall be held in the first quarter of each year to hear the financial and operation forecast report of the Company for the previous year and the relevant budget report for the following year.

- (2) Board's annual results meeting

The meeting shall be held within three months after the end of the financial year of the Company to mainly consider the annual report of the Company and to deal with other related matters. The annual board meeting shall be held at such time as to ensure that the annual report of the Company can be distributed to the shareholders within the time stipulated in the relevant regulations and the Articles of Association, that the preliminary annual financial results of the Company can be announced within the time stipulated in the relevant regulations, and that the annual general meeting can be held within six months after the end of the financial year of the Company.

(3) Board's interim results meeting

The meeting shall be held within two months of the end of the first six months of the financial year of the Company, mainly to consider the half-yearly report of the Company and to deal with other related matters.

(4) Year-end working meeting

The meeting shall be held in the fourth quarter of each year to hear the management's report on the expected completion of the work for the year and the boundary conditions envisaged for the investment plan, medium-term business plan and budgeting for the following year, as well as to approve the work plan of the board of directors for the following year.

The topics for the above regular board meetings may be combined or broken down, or new topics may be added as needed.

Article 19

The chairman of the board of directors shall convene and preside over an extraordinary meeting of the board of directors within ten days if any of the following circumstances occurs:

- (1) when shareholders representing more than 10% of the voting rights proposes it;
- (2) when the chairman of the board of directors deems it necessary;
- (3) when more than one-third of the directors proposes it;
- (4) when two or more independent non-executive directors proposes it;
- (5) when the supervisory committee proposes it;
- (6) when the president proposes it.

Article 20

Meetings of the board of directors may be held in the form of on-site meeting or by way of teleconference, video conference and written circulation.

Written circulation refers to the manner of meeting in which resolutions are made by means of separate delivery for consideration or circulation for consideration. Regular meetings shall not be convened by means of written circulation.

If a meeting of the board of directors is convened by way of teleconference or video conference, it shall be ensured that the attending directors can hear other directors' speaking clearly and communicate with each other, and all attending directors shall be deemed to have attended the meeting in person.

CHAPTER VI PROPOSING AND SOLICITING OF PROPOSALS OF THE BOARD OF DIRECTORS

Article 21 The proposals of the board of directors shall mainly be proposed based on the following:

- (1) Proposals by shareholders representing more than 10% of the voting rights;
- (2) Matters proposed by the directors;
- (3) Matters proposed by the supervisory committee;
- (4) Matters proposed by special committees under the board of directors;
- (5) Matters proposed by the president.

Article 22 Regular meetings of the board of directors shall be held in line with the annual work plan approved by the board of directors, and ~~the Office of the secretary~~ of the board of directors shall issue a notice to all directors, each of the committees under the board of directors and each of the functional departments within the Company to solicit topics for the meetings of the board of directors twenty ~~fifteen~~ days prior to the convening of the regular meetings.

The functional departments and the committees under the board of directors shall, within three days (or other period as agreed) after the receipt of such notice, submit to ~~the Office of the secretary~~ of the board of directors for consolidation the topics ~~other than the regular topics~~ to be submitted to the board of directors for consideration and approval, together with the materials prepared for the proposals (such materials include but not limited to backdrop or explanatory information, disclosure documents, budgets, forecasts and monthly financial statements and other relevant internal financial statements, etc.).

APPENDIX II THE RULES OF PROCEDURE OF THE MEETING OF BOARD OF DIRECTORS

Article 23 The Office of the board of directors shall compile the agenda for the meetings of the board of directors by summarizing the topics and proposals get back within the deadline as stipulated in Article 22. The agenda shall be submitted by the secretary to the board of directors to the chairman of the board of directors for review and signature and issue 14 days before the convening of the meetings of the board of directors.

An agenda and a Accompanying meeting documents of the regular board of directors meeting shall be delivered, in full, to all directors in a timely manner and at least three days before the intended date of a board of directors or board of directors committee meeting (or within other period as agreed).

CHAPTER VII NOTICE OF THE MEETING AND PRE-MEETING COMMUNICATION

Article 24 Where the Company is to convene a regular meeting of the board of directors, the Office of the secretary to the board of directors shall issue a written notice fourteen days prior to the convening of the meeting to inform all the directors and supervisors and the secretary to the board of directors of the matters to be considered at the meeting as well as the date and venue of the meeting.

In case of an urgency where it is necessary to convene an extraordinary meeting of the board of directors as soon as possible, the notice of the meeting may be given by telephone or other oral means at any time without being subject to the above time limit on notice, however, the convener shall make a statement on that at the meeting.

Article 25 The written notice of the meeting shall include at least the following contents:

- (1) The venue, date and time of the meeting;
- (2) The manner in which the meeting is to be held;
- (3) The agenda and topics;
- (4) The date on which the notice is given.

An oral meeting notice shall include at least items (1) and (2) above, as well as a statement that an extraordinary meeting of the board of directors is required to be held as soon as possible due to urgency.

APPENDIX II THE RULES OF PROCEDURE OF THE MEETING OF BOARD OF DIRECTORS

Article 26 Meetings of the board of directors shall be notified in accordance with the following requirements and in the following manners:

- (1) Manners of notice of meetings of the board of directors: personal delivery, facsimile, telegram, telex, express delivery or registered post;
- (2) Notice of meetings shall be served in Chinese, with an English translation attached thereto when necessary.

A director may waive his/her right to receive notice of board meeting.

Notice of a meeting shall be deemed to have been given to any director who attends the meeting without objection, before or at its commencement.

Article 27 The secretary to the board of directors shall be responsible for, or shall organize, communication and liaison with all directors from the time the notice of the meeting is issued to the time of the meeting, and shall obtain the opinions or suggestions of the directors on a relevant proposal and convey them to the proposer of such proposal in a timely manner, and the proposer of such proposal shall improve the relevant proposal proposed by him/her in a timely manner.

Article 28 The secretary to the board of directors shall also, in accordance with the requirements by the directors, supplement to and improve the contents of the proposals considered and the information necessary for the directors to make corresponding decisions. The proposals of the meetings of the board of directors signed and issued by the chairman of the board of directors and related documents and information shall be sent to all directors by the Office of the secretary of the board of directors at least three days prior to the meeting.

Article 29 If more than one-fourth of the directors or more than two independent non-executive directors consider that the information for proposals considered are not sufficient or the supporting arguments are not clear, they may jointly propose to postpone the meeting or postpone the discussion of certain matters on the agenda of the meeting and the board of directors shall accept such proposal.

Article 30 Prior to each meeting of the board of directors, the special committees under the board of directors shall hold a meeting prior to the meeting of the board of directors in accordance with the work plan and the corresponding topics and form a report on recommendation for consideration to be submitted to the board of directors for consideration.

CHAPTER VIII ATTENDANCE OF MEETINGS

Article 31 A meeting of the board of directors shall be held in the presence of more than one-half of the directors (including any director who has delegated in writing to other directors to attend a meeting of the board of directors on his/her behalf as required under Article 32 of these rules).

Members of the supervisory committee, senior management of the Company related to the topics of the meeting, and other persons as agreed by the chairman of the board of directors may attend the meetings of the board of directors as attenders without voting rights. Persons as attenders without voting rights at the meeting shall, with the consent of the presider, have the right to express their opinions on the relevant topics or give explanations on the relevant matters, but shall not have the right to vote.

Article 32 Any director shall, in principle, attend the meetings of the board of directors in person. Where he/she is unable to attend a meeting in person for any reasons, he/she may appoint other director(s) in writing to attend the meeting of the board of directors on his/her behalf to consider and vote on all the proposals and/or appoint other director(s) to vote on his/her behalf in accordance with his/her opinions.

Among other things, the power of attorney shall specify:

- (1) The names of the principal and the entrustee;
- (2) The scope of the authority of the principal, the subject matter under the entrustment and the period of validity;
- (3) The signature of the principal and date, etc.

The delegated director(s) shall exercise the powers of director within the scope of the delegated authority. A director who fails to attend a meeting of the board of directors and does not appoint a representative to attend shall be deemed to have abstained from voting at that meeting.

Article 33 The following principles shall be followed in entrusting others and being entrusted in attending meetings of the board of directors:

- (1) In the consideration of matters relevant to a related party transaction, an unrelated director shall not entrust a related director to attend on his/her behalf; nor shall a related director accept entrustment from an unrelated director;

- (2) An independent non-executive director shall not entrust a non-independent director to attend on his/her behalf;
- (3) A director shall not accept entrustment from more than two directors.

CHAPTER IX CONVENING OF MEETINGS

Article 34 Meetings of the board of directors shall be convened and presided over by the chairman of the board of directors.

Where the chairman of the board of directors is unable to preside over the meeting, the chairman may designate the vice chairman or other director(s) to preside over the meeting on his/her behalf. If the chairman of the board of directors is unable to preside and has not designated a specific person to preside on his/her behalf, more than half of the directors may jointly elect a director to preside.

Article 35 The meeting shall be conducted in accordance with the established agenda.

The presider of the meeting shall submit to the directors present at the meeting of the board of directors to express their explicit opinions on the proposals.

The independent non-executive directors shall convene a meeting of the independent non-executive directors to express their independent opinions and vote on the following matters:

- (1) Significant related party transactions of the Company's shareholders, de facto controller and their related enterprises that equal or exceed those required by law to be considered at the meetings of the board of directors or the shareholders' general meeting (as determined in accordance with the standards promulgated by the competent regulatory authorities from time to time);
- (2) Matters which, in the opinion of the independent non-executive directors, may prejudice the interests of minority shareholders.

The independent non-executive directors shall express their explicit opinions on the above matters:

- (1) Concurrence;
- (2) Qualified opinions and the reasons therefor;
- (3) Opposing views and the reasons therefor;
- (4) Disclaimer of opinions and the reasons therefor.

CHAPTER X VOTING, RESOLUTIONS AND MINUTES OF MEETINGS

Article 36 Upon full discussion, the presider shall call upon the directors present at the meeting to vote in due course.

Voting at a meeting of the board of directors may be conducted by a show of hands or by open ballot. Each director shall have one vote. In the case of equal division of votes, the chairman of the board of directors shall be entitled to a casting vote.

Article 37 The following matters shall be passed by a vote of at least two-thirds of the directors of the board of directors, and the remaining matters may be passed by a majority vote of all directors:

- (1) to formulate the debt and financial policies, proposals for the increase or reduction of the registered capital of the Company and for the issuance of debentures;
- (2) to draw up the material acquisition or disposal proposals and plans for the merger, division or dissolution of the Company;
- (3) to formulate proposals for any amendment of the Articles of Association;
- (4) to submit the proposals for application for bankruptcy of the Company;
- (5) to determine the external guarantees of the Company under the authorization of general meetings;

APPENDIX II THE RULES OF PROCEDURE OF THE MEETING OF BOARD OF DIRECTORS

Article 38 When the board of directors votes on the related party transactions of the Company, the interested directors shall not participate in the voting. Where a resolution cannot be formed due to the abstaining of the director concerned from voting, such resolution shall be submitted directly to the general meeting for consideration.

Article 39 The directors shall be liable for the resolutions of the meeting of the board of directors. If a resolution of the meeting of the board of directors violates the laws, administrative regulations or the Articles of Association and the Company suffers serious losses as a result thereof, the directors who have participated in by voting for or abstaining from voting on such resolution are liable to compensate the Company. However, if it can be proven that a director expressly has objected to the resolution when the resolution is voted on, and that such objection has been recorded in the minutes of the meeting, such director shall be released from such liability.

Article 40 The minutes of a meeting of the board of directors are the official evidence of the matters considered at the meeting of the board of directors. The secretary to the board of directors shall arrange for the staff of ~~the Office of the secretary~~ to the board of directors to keep minutes of the meeting of the board of directors. The minutes of a meeting of the board of directors shall be recorded by means including, but not limited to, stenography and audio recording, etc. and the contents of the minute of the meetings of the board of directors shall include the following:

- (1) The time, venue, the names of the convener and the presider of the meeting;
- (2) The names of the directors present and the names of the principal(s) and delegated representative(s) handling the procedures for attendance by entrustment;
- (3) The agenda of the meeting;
- (4) The proposals considered at the meeting, the main points of the speech and main opinions of each of the directors on the relevant matters, and the intention to vote on the proposals;
- (5) The method and result of voting on each of the proposals (the voting result shall indicate the number of votes for, against or abstaining from voting);

(6) The signature of the directors.

The minutes of the meetings of the board of directors shall be properly kept at the domicile of the Company as important archives of the Company.

Article 41 The directors attending the meeting or their delegates shall sign the minutes of the meeting, and the directors shall have the right to request that reservations be recorded in the minutes.

Article 42 The chairman and the executive directors shall supervise the relevant personnel to implement the resolutions of the board of directors and check the implementation of the resolutions. The board of directors shall be informed of the implementation of the resolutions of the board of directors in a timely manner.

CHAPTER XI DISCLOSURE OF INFORMATION FOR THE MEETINGS OF BOARD OF DIRECTORS

Article 43 The board of directors of the Company must strictly implement the regulations of the regulatory authorities and the stock exchange in the place where the Company is located and the shares of the Company are listed in relation to disclosure, and disclose fully, timely and accurately the matters considered at or the resolutions of the meetings of the board of directors that are subject to disclosure.

The Company shall provide the minutes of the meetings of the board of directors and relevant documents as required by the laws and regulatory (stock exchange) authorities and other competent authorities.

Article 44 Where the relevant matters on which the independent non-executive directors express independent their opinions are matters requiring disclosure, the Company shall announce the opinions of the independent non-executive directors, and in the event that the independent non-executive directors are unable to reach agreement on the differences in their opinions, the board of directors shall disclose the opinions of each of the independent non-executive directors separately.

Article 45 Regarding the contents of the meetings of the board of directors which are required to be kept confidential, the participants and other persons in the know must keep the confidentiality, and violators shall bear the corresponding legal liabilities.

CHAPTER XII SUPPLEMENTARY PROVISIONS

- Article 46** These rules shall take effect from the date of their approval at the general meeting of the Company. Any amendments to these rules shall be made by the board of directors by drawing up drafting of such amendments and shall take effect after such draft amendments are approved at the general meeting.
- Article 47** In the event of any conflict between any matters not covered by these rules and the latest provisions promulgated under the laws, administrative regulations, the Listing Rules of the place where the Company is located and its shares are listed and the Articles of Association, the provisions of the laws, administrative regulations, the Listing Rules of the place where the Company is located and its shares are listed and the Articles of Association shall prevail.
- Article 48** The power of interpretation of these rules shall be vested in the board of directors of the Company.

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 AGM, 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 RMB8,589,370,000 comprising 2,828,982,000 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 AGM 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 2023; 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 2,825,982,000 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 AGM, the Domestic Share Class Meeting and H Share Class Meeting) would result in a maximum of 282,898,200 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 2022). 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 Share 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:

Month	Highest traded price <i>HK\$</i>	Lowest traded price <i>HK\$</i>
2022		
May	5.91	4.96
June	6.31	5.61
July	6.00	5.39
August	5.50	4.88
September	5.03	4.16
October	4.48	3.54
November	4.40	3.53
December	4.79	4.31
2023		
January	4.88	4.32
February	4.87	4.01
March	4.46	3.49
April	3.82	3.53
May (up to the Latest Practicable Date)	3.69	3.62

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 core 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 or that 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, DFM, whose interest in the Company is notifiable under Part XV (Disclosure of Interests) of the SFO, held directly or indirectly approximately 69.11% 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, the total interests of DFM in the total registered capital of the Company would increase to approximately 71.46%. 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

The Company made the following repurchases of H Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date:

Date of repurchase	No. of H Shares repurchased	Repurchase price paid per H Share		Aggregate consideration (HK\$'000)
		Highest (HK\$)	Lowest (HK\$)	
16 December 2022	3,250,000	4.64	4.48	14,895.74
19 December 2022	2,320,000	4.67	4.49	10,561.92
20 December 2022	2,920,000	4.44	4.33	12,842.74
21 December 2022	2,200,000	4.44	4.35	9,673.70
22 December 2022	3,420,000	4.60	4.48	15,584.40
23 December 2022	2,370,000	4.62	4.53	10,865.96
28 December 2022	3,150,000	4.61	4.53	14,386.98
29 December 2022	1,990,000	4.50	4.40	8,859.00
30 December 2022	1,330,000	4.53	4.46	5,969.88
3 January 2023	2,880,000	4.51	4.43	12,902.30
4 January 2023	920,000	4.55	4.51	4,166.48

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 23

The Company has issued a total of ~~8,616,120,000~~8,589,370,000 ordinary shares, comprising 5,760,388,000 domestic shares (~~66.86~~67.06%) and ~~2,855,732,000~~2,828,982,000 foreign shares (~~33.14~~32.94%).

Article 43

The Company may, in accordance with the mutual understanding and agreements made between the securities authority of the State Council and overseas securities regulatory organizations, maintain the register of shareholders of overseas listed foreign shares outside the PRC and appoint overseas agent(s) to manage such register of shareholders for inspection by shareholders. The original register for holders of overseas listed foreign shares shall be maintained in Hong Kong. The register of members of the Company shall be closed either generally or in respect of any class of shares after notice has been given by advertisement published in the newspapers or by any electronic means in accordance with the Listing Rules of the Hong Kong Stock Exchange. The register shall be closed for the aforesaid period not exceeding in the aggregate thirty (30) days in each year, provided that the shareholders may by ordinary resolution in any year extend such period for a period not exceeding thirty (30) days.

If the Company receives an application for inspection of the register of members during the period of closure, it shall issue to the applicant a certificate signed by the company secretary of the Company stating the period for which the register is closed and the person or persons authorised to close the register of members.

A duplicate register of shareholders for the holders of overseas listed foreign shares shall be maintained at the registered office of the Company. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times.

If there is any inconsistency between the original and the duplicate register of shareholders for the holders of overseas listed foreign shares, the original register of shareholders shall prevail.

Article 54

The ordinary shareholders of the Company shall enjoy the following rights:

- (1) the right to receive dividends and other distributions in proportion to the number of shares held subject to this Article;
- (2) the right to speak at shareholders' general meetings;
- ~~(2)~~(3) the right to attend or appoint a proxy to attend and vote at shareholders' general meetings;
- ~~(3)~~(4) the right to supervise the operations of the Company and to raise proposals and queries;
- ~~(4)~~(5) the right to transfer shares in accordance with laws, administrative regulations and provisions of these Articles of Association;
- ~~(5)~~(6) the right to obtain relevant information in accordance with these Articles of Association, including:
 1. the right to obtain a copy of these Articles of Association, subject to payment of costs;
 2. the right to inspect and copy, subject to payment of a reasonable fee:
 - (i) all registers of shareholders;
 - (ii) personal particulars of the directors, supervisors, president and other senior management of the Company, including:
 - (a) present and former name and alias;
 - (b) principal address;
 - (c) nationality;

(d) primary and all other part-time occupations and duties;

(e) identification documents and the numbers thereof.

(iii) report on the share capital of the Company;

(iv) reports showing the aggregate par value, number, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;

(v) minutes of shareholders' general meetings.

~~(6)~~(7) in the event of the dissolution or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;

~~(7)~~(8) other rights conferred by laws, administrative regulations and these Articles of Association.

No powers shall be taken to freeze or otherwise impair any of the abovementioned by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.

The Company has the right to send dividend warrants by post, either directly or through receiving agents. Where such warrants have been left uncashed on two consecutive occasions, the Company has the power to cease sending dividend warrants by post. Nevertheless, such power may be exercised after the first occasion on which such a warrant is returned undelivered.

When permitted by laws, the Company has the power to sell the shares of a member who is untraceable under the following circumstances:

- (a) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and
- (b) on expiry of the 12 years the Company gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies Hong Kong Stock Exchange of such intention.

Article 70

The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four hours before the time for holding the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution. The date of issuance shall be provided in the instrument of appointment.

If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor.

If the shareholder is the recognized clearing house or its attorney, such shareholder is entitled to appoint the representative of recognized clearing house or one or more persons as it thinks fit to be its authorized representative ~~his proxies to attend on his behalf~~ at a general meeting or at any class meeting or creditors' meeting, and the authorized representatives of such clearing houses have the same legal rights as other shareholders, including the right to speak and vote; but if one or more persons have such authority, the letter of authorization shall specify the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house as an individual shareholder of the Company.

Article 98

The directors of the Company shall be natural persons. Each of the directors shall be elected at the shareholders' general meeting for a term of three years, renewable upon re-election.

The written notification for nomination of candidates for directors together with the confirmation of the candidates acceptance of such nominations shall be given at least seven days in advance.

The period of notice in the second paragraph of this Article shall commence on the date on which the notice for a shareholders' meeting is issued at earliest, and shall end no later than seven days prior to the date appointed for the meeting.

Candidates for directorship (both executive and non-executive directors) of the first session of the board of directors shall be proposed by the promoters and elected by the inaugural meeting of the Company. The number of directors to be elected at each session shall not be more than that stated in Article 97.

Subject to the relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office without prejudice to the director's right to claim for damages arising from his removal.

The chairman shall be elected and removed by more than half of all of the members of the board of directors. The chairman and directors shall have a term of office of three years, renewable upon re-election.

The board of directors shall have power from time to time to appoint a director to fill a vacancy or as an addition to the board of directors. Where the board of directors appoints a director to fill a casual vacancy or as an addition to the board of directors, such director so appointed shall hold office until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

APPENDIX IV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The non-executive directors shall have sufficient time and necessary knowledge and ability to perform their duties. The Company shall provide necessary information to facilitate ~~an~~ a non-executive director to perform his duties. Independent non-executive directors may directly report to the shareholders' meeting, the securities regulatory authority under the State Council and other relevant departments.

Except for non-executive directors and independent non-executive directors, other directors may concurrently serve as other senior management of the Company other than supervisors.

No more than two senior management members (i.e. the chairman, deputy chairman and executive directors) of the controlling shareholders shall concurrently serve as the chairman, deputy chairman and executive directors of the Company.

Executive directors shall deal with the matters as authorized by the board of directors.

The directors shall not be required to hold shares in the Company.



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 ANNUAL GENERAL MEETING FOR THE YEAR 2022

NOTICE IS HEREBY GIVEN that an annual general meeting (hereinafter referred to as the “**AGM**”) of Dongfeng Motor Group Company Limited (hereinafter referred to as the “**Company**”) for the year 2022 will be held at 9:00 a.m. on Tuesday, 20 June 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, 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 29 May 2023.

I. AS ORDINARY RESOLUTIONS:

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2022.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022.
3. To consider and approve the independent auditors’ report and audited financial statements of the Company for the year ended 31 December 2022.
4. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2022, and authorize the Board to deal with all issues in relation to the Company’s distribution of final dividend for the year 2022.
5. To consider and approve the authorization to the Board to deal with all issues in relation to the Company’s distribution of interim dividend for the year 2023 at its absolute discretion (including, but not limited to determining whether to distribute interim dividend for the year 2023).

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2022

6. To consider and approve the appointments of Ernst & Young as the international auditor of the Company for the year 2023, and Ernst & Young Hua Ming LLP as the domestic auditor of the Company for the year 2023 to hold office until the conclusion of annual general meeting for the year 2023, and to authorize the Board to determine their remunerations.
7. To consider and approve the remuneration of the directors and the supervisors of the Company determined by the Board for the year 2023.
8. To consider and approve the amendments to the rules of procedure of the general meeting of the Company.
9. To consider and approve the amendments to the rules of procedures of the meeting of board of directors of the Company.

II. AS SPECIAL RESOLUTIONS:

10. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the proposed amendments to the existing Articles of Association currently in effect (as set out in Appendix IV to the circular issued by the Company on 29 May 2023) be and are hereby approved, that the Amended Articles of Association incorporating all the Proposed Amendments, a copy of which has been produced to this meeting and initialed by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the Articles of Association in substitution for, and to be exclusion of, the existing Articles of Association with immediate effect, and that any one Director or officer of the Company be and is hereby authorized to do all things necessary to implement the Proposed Amendments and the adoption of the Amended Articles of Association and to attend all necessary filings in Hong Kong and in the PRC.”

11. For the purpose of increasing the flexibility and efficiency of operation, to grant a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20 percent of total number of Domestic Shares in issue and additional H Shares not exceeding 20 percent of total number of H Shares in issue, and authorize the Board to make corresponding amendments to the Articles of Association of the Company as it thinks appropriate so as to reflect the new capital structure upon the allotment or issuance of shares.

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2022

“THAT

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of the Company and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H shares and to make or grant offers, agreements, options and powers of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and powers of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) each of the aggregate nominal amounts of Domestic Shares and H shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20 percent of each of the total number of Domestic Shares and H shares in issue as at the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from (and including) the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of a period of 12 months from the date of passing of the special resolution granting the general mandate; or
- (iii) the date of revocation or revision of the authority given under this resolution by a special resolution of the Company in a general meeting.

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2022

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to the holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements, of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board shall be authorized to make corresponding amendments to the Articles of Association of the Company as it thinks appropriate so as to reflect the new capital structure upon the allotment or issuance of shares as provided in subparagraph (a) of paragraph (A) of this resolution.”
12. To consider and, if thought fit, to approve the following general mandate for the Board and the persons authorised by the Board to repurchase the Company’s H shares:
- a) the Board be granted a general mandate, by reference to market conditions and in accordance with needs of the Company to repurchase during the Relevant Period (as defined in paragraph 11(A) (d) above) 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 AGM 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;

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2022

- 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 the 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.

By order of the Board
Zhu Yanfeng
Chairman

Wuhan, the PRC, 29 May 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. Zong Qingsheng, Mr. Leung Wai Lap, Philip and Mr. Hu Yiguang are the independent non-executive directors of the Company.

Notes:

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

In order to determine the shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from 15 June 2023 to 20 June 2023, both days inclusive. In order to attend and vote at the AGM, 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 14 June 2023, being the last share registration date.

2. PROXY

- (1) A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies may only exercise the voting rights via voting.
- (2) The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized 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 authorized attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2022

- (3) In order to be valid, the form of proxy together with the power of attorney or other authorization 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 AGM (i.e. no later than 9:00 a.m. on 19 June 2023).
- (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 AGM.

3. REGISTRATION PROCEDURE FOR ATTENDING THE AGM

- (1) A shareholder or his proxy shall produce proof of identity when attending the AGM. If a shareholder is a corporation, its legal representative or other person authorized by the board of directors or other competent body of such shareholder may attend the AGM by producing a copy of the resolution of the board of directors or other competent 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 AGM, and this notice shall be deemed to be given to all joint holders of such share.

4. MISCELLANEOUS

- (1) The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM 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

- (4) All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the Stock Exchange's website and the Company's website in accordance with the Listing Rules.

* *For identification purposes only*

NOTICE OF DOMESTIC SHARE CLASS MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 20 June 2023 at 9:30 a.m. (or the time immediately after the conclusion of the Annual 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 29 May 2023.

AS SPECIAL RESOLUTION

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 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 Annual General Meeting and the Class Meetings;

NOTICE OF DOMESTIC SHARE CLASS MEETING

- 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.

NOTICE OF DOMESTIC SHARE CLASS MEETING

- 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 AGM, 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 2023; 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

29 May 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. Zong Qingsheng, Mr. Leung Wai Lap, Philip and Mr. Hu Yiguang are the independent non-executive directors of the Company.

* *For identification purposes only*

NOTICE OF DOMESTIC SHARE CLASS MEETING

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 15 June 2023 to 20 June 2023, 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 20 June 2023 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.

NOTICE OF DOMESTIC SHARE CLASS MEETING

4. 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
- (4) All resolutions at the Domestic Share Class Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the Stock Exchange's website and the Company's website in accordance with the Listing Rules.

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 20 June 2023 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 29 May 2023.

AS SPECIAL RESOLUTION

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 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 Annual General Meeting and the Class Meetings;

NOTICE OF H SHARE CLASS MEETING

- 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.

NOTICE OF H SHARE CLASS MEETING

- 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 AGM, 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 2023; 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

29 May 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. Zong Qingsheng, Mr. Leung Wai Lap, Philip and Mr. Hu Yiguang are the independent non-executive directors of the Company.

* *For identification purposes only*

NOTICE OF H SHARE CLASS MEETING

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 15 June 2023 to 20 June 2023, 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 20 June 2023 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 14 June 2023.

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.

NOTICE OF H SHARE CLASS MEETING

4. 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
Zip code: 430056
Tel: (8627) 8428 5274
Fax: (8627) 8428 5057
- (4) All resolutions at the H Share Class Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the Stock Exchange’s website and the Company’s website in accordance with the Listing Rules.