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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 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).
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.

“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.

“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;
- 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.

- (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*