

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;

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

- c) for the purpose of this special resolution, “**Relevant Period**” means the period from the day when the authority conferred by this special resolution is approved by a special resolution at the 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*

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.

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.