
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action you should take, you should consult your 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 (the “**Company**”), you should at once hand this supplemental circular and the accompanying form(s) of proxy to the purchaser or transferee or to the bank, stockbroker, 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)

**SUPPLEMENTAL CIRCULAR TO THE NOTICE OF
2023 ANNUAL GENERAL MEETING
RESOLUTION ON THE APPOINTMENT
OF AN EXECUTIVE DIRECTOR
SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

A supplemental notice convening the 2023 annual general meeting (“**AGM**”) of Dongfeng Motor Group Company Limited (the “**Company**”) to be held at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 21 June 2024, is set out on pages 6 to 7 of this supplemental circular. Apart from resolutions contained in the notice of AGM dated 30 May 2024 of the Company, this supplemental circular also contains one additional ordinary resolution on the appointment of an executive Director. A second form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete the enclosed second form of proxy 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 AGM.

* *For identification purposes only*

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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. Yang Qing

Mr. You Zheng

Independent Non-Executive Directors:

Mr. Leung Wai Lap, Philip

Mr. Zong Qingsheng

Mr. Hu Yiguang

Registered Office:

Special No. 1 Dongfeng Road

Wuhan Economic and Technology

Development Zone

Wuhan, Hubei 430056, the PRC

Principal place of business in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road, Kowloon

Hong Kong

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO THE NOTICE OF
2023 ANNUAL GENERAL MEETING
RESOLUTION ON THE APPOINTMENT
OF AN EXECUTIVE DIRECTOR
SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purposes of this supplemental circular are:

1. to provide information in relation to the proposed appointment of an executive Director; and
2. to give you a supplemental notice of the AGM (the “**Supplemental Notice of AGM**”) to consider and, if thought fit, to approve the proposed resolutions.

* *For identification purposes only*

LETTER FROM THE BOARD

Reference is made to the circular (the “**Original Circular**”) and notice of AGM of the Company (the “**Original Notice**”) both dated 30 May 2024, which set out the time and venue of the AGM and contain the resolutions to be tabled at the AGM for Shareholders’ approval. This supplemental circular should be read together with the Original Circular. Unless otherwise stated, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Original Circular. Save as set out in this supplemental circular, no changes have been made to matters in relation to the AGM as set out in the Original Circular.

II. APPROVAL OF THE APPOINTMENT OF AN EXECUTIVE DIRECTOR AND BIOGRAPHICAL DETAILS OF THE CANDIDATE

The Company received a letter of proposal from Dongfeng Motor Corporation, the controlling Shareholder of the Company, for the nomination of Mr. Zhou Zhiping as an executive Director of the Company, recommending the Company to elect him as an executive Director of the Company in accordance with relevant procedures.

Biographical Details of the Candidate for Executive Director

Mr. Zhou Zhiping, born in 1971, is a senior engineer at researcher-level, and holds a doctoral degree in management science and engineering from the School of Management and Economics of Beijing Institute of Technology. Mr. Zhou started his career life in August 1992, successively served as the deputy head of the Motorcycle Division of the Development and Planning Department, the head of Long-term Planning Division of the Development and Planning Department, the deputy director of the Development and Planning Department, the inspector and deputy director of the Capital Operation Department, the director of the Capital Operation Department of China South Industries Group Corporation (中國兵器裝備集團公司), the vice chairman of the board of directors and general manager of South Assets (南方資產), an employee director and the director of the Capital Operation Department of China South Industries Group Corporation, a director, the secretary of the CPC Party Committee and the chairman of the Labour Union of Chongqing Changan Automobile Co., Ltd. (重慶長安汽車股份有限公司), the chairman of the board of directors, the secretary of the CPC Party Committee and the president of China Changan Automobile Group (中國長安汽車集團有限公司), an employee director, the general counsel and the director of the Audit and Risk Management Department of China South Industries Group Corporation, a member of the standing committee of the CPC Party Committee, a deputy general manager and the executive vice president of the Hongqi Brand Operation Committee of CHINA FAW GROUP CO., LTD. (中國第一汽車集團有限公司).

LETTER FROM THE BOARD

Mr. Zhou will not receive remuneration from the Company as Director; Save as disclosed above, he (i) has not held directorship and supervisor in other listed companies in the past three years and any other position in the Company or any of its subsidiaries; (ii) does not have any relationship with any directors, supervisors, senior management, substantial shareholder or controlling shareholder of the Company; (iii) has no interest in the securities of the Company (with the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)); and (iv) has not been subject to any punishment by the China Securities Regulatory Commission and other competent authorities or censorship by any stock exchanges.

In addition, Mr. Zhou was not aware that there are any information to be disclosed to the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board of the Company resolved that, subject to the approval of the Shareholders at the general meeting, Mr. Zhou shall be appointed as the president of the Company and an authorized representative under Rule 3.05 of the Listing Rules. Following the appointment of Mr. Zhou, Mr. Yang Qing (“**Mr. Yang**”), an executive Director, shall cease to act as the president and authorized representative of the Company. Mr. Yang will continue to serve as an executive Director, the chairman of the Board, as well as a member of the remuneration committee and the nomination committee under the Board.

III. AGM AND ARRANGEMENT OF THE PROXY

As previously planned, the AGM will be held by the Company at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the PRC at 9:00 a.m. on Friday, 21 June 2024, to consider and, if thought fit, approve the resolutions relating to the Original Notice and the Supplemental Notice of AGM.

For details of the arrangement of the proxy, please refer to the notes in the Supplemental Notice of AGM.

IV. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors of the Company 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 supplemental circular is accurate and complete in all material respects and not misleading or fraudulent; and there are no other matters the omission of which would make any statement in this supplemental circular misleading.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Directors are of the opinion that the proposed resolution as set out in the Supplemental Notice of AGM are in the interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolution.

By Order of the Board

Yang Qing

Chairman

Wuhan, PRC

3 June 2024

LETTER ON PROPOSAL TO NOMINATE A CANDIDATE FOR EXECUTIVE DIRECTOR

To the general meeting of Dongfeng Motor Group Company Limited,

Dongfeng Motor Corporation, as a shareholder holding more than 5% of the total number of issued and outstanding voting shares of your company, hereby proposes the addition of Mr. Zhou Zhiping as a candidate for executive director of your company in accordance with the provisions of the existing articles of association of your company, and recommends that the election and appointment be made in accordance with the applicable laws and regulations, the articles of association of your company, and the requirements and procedures under the listing rules of the place where your company is listed.

Dongfeng Motor Corporation

30 May 2024

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

Reference is made to the notice of 2023 annual general meeting of Dongfeng Motor Group Company Limited* (the “**Company**”) dated Thursday, 30 May 2024 (the “**Original Notice**”), which sets out the plan to hold the 2023 annual general meeting (the “**AGM**”) of the Company at 9:00 a.m. on Friday, 21 June 2024 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, the People’s Republic of China (the “**PRC**”) to consider and, if thought fit, pass the resolutions under the Original Notice.

Supplemental Notice is hereby given that the AGM of the Company will be held with the purposes of considering and, if thought fit, passing the following additional resolution in addition to those set forth in the Original Notice:

Additional Ordinary Resolution

9. To consider and approve the appointment of Zhou Zhiping as an executive director. *(Note 2)*

By Order of the Board

Yang Qing

Chairman

Wuhan, the PRC, 3 June 2024

As at the date of this notice, Mr. Yang Qing and Mr. You Zheng are the executive directors of the Company; Mr. Leung Wai Lap, Philip, Mr. Zong Qingsheng and Mr. Hu Yiguang are the independent non-executive directors of the Company.

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Except for the additional proposed resolution, there is not any other change in the resolutions set forth in the Original Notice dated 30 May 2024. For details of resolutions to be considered and approved at the AGM and other related matters, please refer to the notice of the AGM dated 30 May 2024.
2. For further details, please refer to the supplemental circular to shareholders dated 3 June 2024 of the Company.
3. Second Form of Proxy
 - (1) A new form of proxy for the 2023 AGM (the “**Second Form of Proxy**”) has been prepared and is enclosed herein, which will supersede the form of proxy dated 30 May 2024 (the “**Original Form of Proxy**”).
 - (2) In order to be valid, whether or not you are able to attend the AGM, please complete the Second Form of Proxy in accordance with the instructions printed thereon and return to the Secretariat of the Board at the Company’s principal place of business in the PRC for holders of the domestic shares or at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, for holders of the H shares not later than 9:00 a.m. on 20 June 2024.
 - (3) A shareholder who has not yet lodged the Original Form of Proxy with the H share registrar of the Company, is requested to lodge the Second Form of Proxy if he or she intends to appoint proxy(ies) to attend the AGM on his or her behalf. In this case, the Original Form of Proxy should not be lodged with the H share registrar of the Company.
 - (4) A shareholder who has already lodged the Original Form of Proxy with the H share registrar of the Company shall note that:
 - (i) if the Second Form of Proxy is lodged with the H share registrar of the Company before the closing time, the Second Form of Proxy will revoke and supersede the Original Form of Proxy previously lodged by the relevant shareholder. The Second Form of Proxy will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed;
 - (ii) if no Second Form of Proxy is lodged with the H share registrar of the Company, the Original Form of Proxy will be treated as a valid form of proxy lodged by the relevant shareholder and effective to the fullest extent applicable if correctly completed. The proxy so appointed by the Original Form of Proxy will be entitled to vote on any resolutions properly proposed at the AGM including the resolution on the approval of appointment of Mr. Zhou Zhiping as an executive director which is not included in the Original Form of Proxy, in accordance with instruction given by the relevant shareholder or at his or her discretion if he or she has not received any instruction.