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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)**

**CHANGE OF JOINT COMPANY SECRETARY AND  
AUTHORIZED REPRESENTATIVE AND  
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND  
8.17 OF THE LISTING RULES**

The board of directors (the “**Board**”) of DONGFENG MOTOR GROUP COMPANY LIMITED (the “**Company**”) announces that Mr. Lu Feng (“**Mr. Lu**”) resigned as (i) the joint company secretary of the Company (the “**Joint Company Secretary**”); and (ii) an authorized representative (the “**Authorized Representative**”) under the Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from 28 September 2020, due to internal working position re-arrangement.

Mr. Lu has confirmed that he has no disagreement with the Board and that there is no other matters in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board is pleased to announce that Mr. Yin Yaoliang (“**Mr. Yin**”) has been appointed as the Joint Company Secretary and an Authorized Representative of the Company in place of Mr. Lu with effect from 28 September 2020. Ms. Yuen Wing Yan, Winnie (“**Ms. Yuen**”) will remain as the other joint company secretary of the Company.

The biographical details of Mr. Yin are set out as follows:

Mr. Yin Yaoliang, born in 1964, joined the Group since 1987, and has been engaged in accounting, financial management, operation management and operation management positions and as a management. He has more than 30 years of experience in the daily operations and financial management of the Group. In addition, Mr. Yin currently serves as the deputy director of the board of directors' office and company secretary of the company office and participates in the company's internal governance planning and corporate governance daily affairs. His main responsibilities are:

- Responsible for formulating and improving the relevant system of the company's board of directors;
- Take the lead in organizing the operation of the company's board of directors and its professional committees;
- Responsible for the daily communication and coordination between the company's management, the company's functional departments and the company's board of directors;
- Responsible for organizing and coordinating the company's external director research work, and providing support for external directors to perform their duties;
- Assist in the development of full-time (part-time) director business training;
- Responsible for organizing and coordinating the company's annual report and interim report performance conference, compiling and disclosing the company's regular reports and temporary announcements;
- Responsible for information disclosure, simultaneous communication and announcement with the relevant parties;
- Responsible for daily liaison and communication with the Hong Kong Stock Exchange, the Securities Regulatory Commission, lawyers, public relations companies and other institutions;
- Responsible for investor relations management and maintenance

Mr. Yin was awarded as a senior accountant by the Hubei Provincial Vocational Reform Office and is a joint member of The Hong Kong Institute of Chartered Secretaries.

Having considered Mr. Yin's background and experience, the Board is of the view that, although Mr. Yin is yet to possess the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules, he is capable of discharging his functions as a Joint Company Secretary. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the eligibility of Mr. Yin to act as a Joint Company Secretary (the "**Waiver**") for a period of three years from the date of such appointment, being 28 September 2020 (the "**Waiver Period**").

The granting of the Waiver is conditional upon that (i) Mr. Yin will be assisted by Ms. Yuen, the other Joint Company Secretary of the Company, to acquire the relevant experience and discharge his functions as a Joint Company Secretary during the Waiver Period; (ii) the Company shall notify the Stock Exchange at the end of the Waiver Period to re-visit the situation. The Company expects to demonstrate that Mr. Yin can satisfy Rules 3.28 and 8.17 of the Listing Rules at the end of the Waiver Period, having had the benefit of Ms. Yuen's assistance such that a further Waiver would not be necessary; and (iii) the Company will announce details of the Waiver, including the reasons and conditions. The Waiver will be revoked immediately if and when Ms. Yuen ceases to provide assistance to Mr. Yin or there are material breaches of the Listing Rules by the Company. The Stock Exchange may withdraw or change the Waiver if the situation of the Company changes.

The biographical details of Ms. Yuen are set out as follows:

Ms. Yuen is a Director of Corporate Services of Tricor Services Limited and has over 25 years of experience in the corporate secretarial field. Ms. Yuen has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Yuen is currently acting as the company secretary or joint company secretary of a few listed companies on the Stock Exchange. Ms. Yuen is a Chartered Secretary, a Chartered Governance Professional and a Fellow of both The Hong Kong Institute of Chartered Secretaries (“HKICS”) and The Chartered Governance Institute in the United Kingdom (formerly known as The Institute of Chartered Secretaries and Administrators of London). She is a holder of the Practitioner’s Endorsement from HKICS. Ms. Yuen possess the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lu for his valuable contributions to the Company during his tenure of service and extend its warm welcome to Mr. Yin on his new appointment.

By Order of the Board  
**Zhu Yanfeng**  
Chairman

Wuhan, the PRC, 28 September 2020

*As at the date of this announcement, Mr. Zhu Yanfeng, Mr. Li Shaozhu and You Zheng are the executive directors of the Company; Mr. Yang Qing is the non-executive Director of the Company, and Mr. Leung Wai Lap, Philip, Mr. Zong Qingsheng and Mr. Hu Yiguang are the independent non-executive directors of the Company.*

\* *For identification purposes only*