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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)*

## **PROPOSED AMENDMENTS TO THE ARTICLE OF ASSOCIATION OF THE COMPANY AND PROPOSED CHANGE OF AUDITOR**

This announcement is made by Dongfeng Motor Group Company Limited\* (the “**Company**”) pursuant to Rule 13.51(1) and Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

### **PROPOSED AMENDMENTS TO THE ARTICLE OF ASSOCIATION OF THE COMPANY**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing articles of association of the Company (the “**Existing Articles of Association**”), among others, (i) to conform to the amended Appendix 3 to the Listing Rules which took effect on 1 January 2022; (ii) the reduction of issued share capital of the Company after share repurchases; and (iii) to make other house-keeping amendments to the Existing Articles of Association for the purpose of clarifying existing practices and making consequential amendments in line with the proposed amendments (collectively, the “**Proposed Amendments**”). The Board proposes that the Company adopts a new set of amended Articles of Association (the “**Amended Articles of Association**”) in substitution for, and to the exclusion of, the Existing Articles of Association.

The proposed adoption of the Amended Articles of Association is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held in due course (the “**AGM**”) and shall take effect on the date the relevant special resolution is approved at the AGM.

A circular containing, among other things, details of the Proposed Amendments and a notice of the AGM will be despatched to the Shareholders in due course.

### **PROPOSED CHANGE OF AUDITOR**

According to the relevant regulations issued by the Ministry of Finance and the State-owned Assets Supervision and Administration Commission of the State Council of the People's Republic of China regarding the audit work on financial statements of state-owned enterprises, there are restrictions in respect

of the years of audit services that an accounting firm can continuously provide to a state-owned enterprise. The Company is a state-owned enterprise, and since the number of years that the Company has continuously engaged its existing independent auditor, PricewaterhouseCoopers (the “PwC”), has reached the prescribed time limit, the Board proposes PwC to retire and will not be re-appointed as the auditor of the Company with effect from the conclusion of the forthcoming AGM.

The Board resolved, with the recommendation from the audit committee of the Company, to propose the appointment of Ernest & Young as the new auditor of the Company following the retirement of PwC, subject to the approval of Shareholders at the forthcoming AGM.

The Board has confirmed that there are no other matters in relation to the proposed change of auditor that need to be brought to the attention of holders of securities or creditors of the Company. The Company has also received a confirmation letter dated 29 March 2023 from PwC confirming that there are no circumstances connected with the retirement which they consider should be brought to the attention of holders of securities or creditors of the Company in relation to the proposed change of auditor.

The Board would like to take this opportunity to express its sincere gratitude to PwC for their professional services in the past.

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

Wuhan, the People’s Republic of China,

29 March 2023

*As at the date of this announcement, Mr. Zhu Yanfeng, Mr. Yang Qing and Mr. You Zheng are the executive directors of the Company, Mr. Huang Wei is the non-executive director 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*