

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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. Yin Yaoliang (“**Mr. Yin**”) 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 August 2023, due to internal working position re-arrangement.

Mr. Yin 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. Liao Xianzhi (“**Mr. Liao**”) has been appointed as the Joint Company Secretary and an Authorized Representative of the Company in place of Mr. Yin with effect from 28 August 2023. Ms. Yuen Wing Yan, Winnie (“**Ms. Yuen**”) will remain as the other joint company secretary of the Company.

Mr. Liao, born in 1973, has been serving Dongfeng Group in the following positions since 1997:

July 1997 to July 2003

Accountant of the Finance and Accounting Department
of Dongfeng Motor Company’s No. 1 Foundry

July 2003 to May 2015	Budgeter, Deputy Section Chief, Section Chief, and Deputy Director of the Comprehensive Budget Section of the Budget Management Department of Financial Accounting Headquarters of Dongfeng Motor Co., Ltd.*
May 2015 to April 2019	Deputy Director of the Finance Department of Dongfeng Honda Automobile Co., Ltd.*
April 2019 to August 2020	Deputy General Manager of the Financial Control Department of Dongfeng Motor Corporation*
August 2020 to August 2021	Deputy General Manager of the Financial Control Department of Dongfeng Motor Group Company Limited*
August 2021 to present	General Manager of the Financial Control Department of Dongfeng Motor Group Company Limited*
May 2023 to present	Chief Financial Officer of Dongfeng Motor Group Company Limited*

Mr. Liao participates in various tasks of the internal governance planning, corporate governance daily affairs, and financial control department of the Company. His main responsibilities are to:

- Coordinate the management and organization of the Company's annual and interim results conferences, organize the preparation and disclosure of the Company's regular reports and temporary announcements;
- Coordinate and manage the information disclosure, synchronous communication, and announcements of partners;
- Coordinate and manage daily liaison and communication with institutions such as the Stock Exchange, Securities and Futures Commission, lawyers, and public relations companies;
- Coordinate and manage the management and maintenance of investor relations of the Group;
- Be responsible for the comprehensive budget management, fund operation and financing cash flow management, asset management, investment and acquisition, property management, equity management, and market value management of the Group;
- Be responsible for the development planning of the Company's financial business and the management of affiliated automotive finance, leasing, insurance brokerage companies, and asset management companies

Having considered Mr. Liao's background and experiences, the Board is of the view that, although Mr. Liao 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. Liao to act as a Joint Company Secretary (the "**Waiver**") for a period of three years from the date of such appointment, being 28 August 2023 (the "**Waiver Period**").

The granting of the Waiver is conditional upon that (i) Mr. Liao 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. Liao 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. Liao 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 Chartered Governance Institute (“**HKCGI**”) and The Chartered Governance Institute in the United Kingdom. She is also a holder of the Practitioner’s Endorsement from HKCGI. 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. Yin for his valuable contributions to the Company during his tenure of service and extend its warm welcome to Mr. Liao on his new appointment.

By Order of the Board
Zhu Yanfeng
Chairman

Wuhan, the PRC, 28 August 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. Leung Wai Lap, Philip, Mr. Zong Qingsheng and Mr. Hu Yiguang are the independent non-executive directors of the Company.

* *For identification purposes only*