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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)**

**RELATED MATTERS OF PROPOSED A SHARE OFFERING  
APPOINTMENT OF MEMBER OF AUDIT  
AND RISK MANAGEMENT COMMITTEE AND MEMBER OF  
NOMINATION COMMITTEE  
RESIGNATION OF NON-EXECUTIVE DIRECTOR  
AND  
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

**RELATED MATTERS OF PROPOSED A SHARE OFFERING**

A series of resolutions in relation to the proposed A Share Offering was approved at the Board meeting of the Company dated 28 August 2020 including: (1) Resolution on the use of proceeds from the A Share Offering and Listing and the feasibility analysis report; (2) Resolution on the accumulated profits distribution plan prior to the A Share Offering and Listing; (3) Resolution on three-year dividend distribution plan for Shareholders after the A Share Offering and Listing; (4) Resolution on the dilution of immediate returns due to the A Share Offering and Listing and remedial measures; (5) Resolution on A Share price stabilization plan within three years after the A Share Offering and Listing; (6) Resolution on the formulation of the Administrative System for A Share Connected Transactions; (7) Resolution on the formulation of the Administrative System for External Guarantees; (8) Resolution on formulation of the Administrative System for A Share Proceeds; (9) Resolution on amendments to the Articles of Association; (10) Resolution on the undertakings as to the A Share Offering and Listing; (11) Resolution on amendments to the Procedural Rules for the Shareholders General Meeting; (12) Resolution on amendments to the Procedural Rules of the Meeting of Board of Directors; and (13) Resolution on formulation of the Working Rules of Independent Non-executive Directors.

The Resolution on the amendments to the Procedural Rules of the Meeting of Supervisory Committee was also approved at the meeting of the Supervisory Committee of the Company dated 28 August 2020.

**APPOINTMENT OF MEMBER OF AUDIT AND RISK MANAGEMENT COMMITTEE AND MEMBER OF NOMINATION COMMITTEE, RESIGNATION OF NON-EXECUTIVE DIRECTOR AND PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

Resolution on the appointment of member of Audit and Risk Management Committee and member of Nomination Committee, the resolution on consideration and approval of resignation of non-executive Director and the resolution on proposed appointment of non-executive Director were approved at the Board meeting of the Company dated 28 August 2020.

**SHAREHOLDERS' APPROVAL AND GENERAL INFORMATION**

The Company will convene EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting to seek approvals from the Shareholders, the Domestic Shareholders and the H Shareholders respectively in respect of proposals relating to the proposed A Share Offering. A circular containing further information on the proposals regarding the proposed A Share Offering related matters will be dispatched by the Company to the Shareholders in due course.

**Shareholders and potential investors should be aware that since the A Share Offering is subject to approvals or decisions made by relevant regulatory authorities and may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company. Further announcement(s) will be made to disclose any major updates and developments in respect of the A Share Offering in accordance with the Listing Rules and other applicable laws and regulations. This announcement of the Company is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.**

Reference is made to the announcement of the Company dated 27 July 2020 regarding the proposed A Share Offering. Unless otherwise specified in the context, capitalized terms used in this announcement shall have the same meaning as those defined in the announcement.

The Board is pleased to announce that, relevant resolutions regarding the proposed A Share Offering, the resolution on the appointment of member of Audit and Risk Management Committee and member of Nomination Committee, the resolution on consideration and approval of resignation of non-executive Director and the resolution on proposed appointment of non-executive Director have been resolved and approved at the meetings of the Board of Directors and the Supervisory Committee dated 28 August 2020. Relevant resolutions regarding the proposed A Share offering depend on and are subject to market situations and Shareholders' approval at the EGM and/or Class Shareholder's Meeting by way of special resolution or ordinary resolution, as well as necessary approval or decision from relevant regulatory authorities.

## **I. RELATED MATTERS OF PROPOSED A SHARE OFFERING**

A series of resolutions in relation to the proposed A Share Offering was approved at the Board meeting of the Company dated 28 August 2020 including: (1) Resolution on the use of proceeds from the A Share Offering and Listing and the feasibility analysis report; (2) Resolution on the accumulated profits distribution plan prior to the A Share Offering and Listing; (3) Resolution on three-year dividend distribution plan for Shareholders after the A Share Offering and Listing; (4) Resolution on the dilution of immediate returns due to the A Share Offering and Listing and remedial measures; (5) Resolution on A Share price stabilization plan within three years after the A Share Offering and Listing; (6) Resolution on the formulation of the Administrative System for A Share Connected Transactions; (7) Resolution on the formulation of the Administrative System for External Guarantees; (8) Resolution on formulation of the Administrative System for A Share Proceeds; (9) Resolution on amendments to the Articles of Association; (10) Resolution on the undertakings as to the A Share Offering and Listing; (11) Resolution on amendments to the Procedural Rules for the Shareholders General Meeting; (12) Resolution on amendments to the Procedural Rules of the Meeting of Board of Directors; and (13) Resolution on formulation of the Working Rules of Independent Non-executive Directors.

Resolution on amendments to the Procedural Rules of the Meeting of Supervisory Committee was also approved at the meeting of Supervisory Committee of the Company dated 28 August 2020.

**(1) Resolution on the Use of Proceeds from the A Share Offering and Listing and the Feasibility Analysis Report**

The Company has compiled the Dongfeng Motor Group Company Limited Initial Public Offering of A Share and Listing Use of Proceeds and Feasibility Analysis Report (“**Feasibility Analysis Report**”) in relation to the A Share Offering and Listing, analyzed and reported from the perspective of project overview, project necessity and feasibility on the investment projects with raised funds for A Share Offering. Details of the Feasibility Analysis Report will be presented in the circular regarding relevant resolutions dispatched to Shareholders.

If the Company intends to adjust the investment projects of the raised funds, the Board of Directors of the Company shall, in accordance with the resolutions approved in the EGM and the Class Shareholders’ Meeting, to authorize the Board of Directors and its authorized persons to handle all matters related to the A Share Offering and Listing, and fulfill relevant decision-making procedures.

The resolution on the use of proceeds from the A Share Offering and Listing and the Feasibility Analysis Report will be proposed, respectively, to the EGM, Domestic Shareholders’ Class Meeting and H Shareholders’ Class Meeting for consideration and approval by way of special resolution.

**(2) Resolution on the Accumulated Profits Distribution Plan prior to the A Share Offering and Listing**

In light of the Company’s proposed A Share Offering and Listing, the Company proposed to formulate the plan on accumulated undistributed profits before the Offering and Listing. Prior to the A Share Offering and Listing, the Company may resolve to make profit distribution pursuant to resolutions at relevant general meetings; After the A Share Offering and Listing, any accumulated undistributed profits before the date of the A Share Offering and Listing will be shared by the existing and new Shareholders after the A Share Offering and Listing in proportion to their respective shareholding.

Resolution on the Accumulated Profits Distribution Plan prior to the A Share Offering and its Listing will be proposed, respectively, to the EGM and Domestic Shareholders’ Class Meeting, H Shareholders’ Class Meeting for consideration and approval by way of special resolution.

**(3) Resolution on Three-year Dividend Distribution Plan for Shareholders after the A Share Offering and Listing**

In order to clarify the equity dividends return to the existing and new Shareholders after the A Share Offering and Listing, further refine the terms of the Articles of Association on the profit distribution policy and enhance the transparency and practicability of the profit distribution decisions for facilitating the supervision on the operation and profit distribution of the Company by Shareholders, the Company has formulated the Three-year Dividend Distribution Plan for Shareholders after the Initial Public Offering and Listing on the GEM of RMB Ordinary Shares (A Shares) of Dongfeng Motor Group Company Limited\* (the “**Dividend Distribution Plan**”) in accordance with the requirements of the Notice Regarding Further Implementing Cash Dividends Distribution of Listed Companies and Regulatory Guidelines No. 3 for Listed Companies – Distribution of Cash Dividends of Listed Companies and other relevant requirements issued by the China Securities Regulatory Commission. The Dividend Distribution Plan shall come into effect from the date of the A Share Offering and Listing of the Company after the approval of the EGM. Details of the Dividend Distribution Plan will be set out in the circular regarding relevant resolutions dispatched to Shareholders.

The Board also proposed at the general meeting to authorize the Board itself to, and authorize the Board to delegate the chairman of the Board to supplement, revise or adjust the analysis and proof in the Dividend Distribution Plan in accordance with the relevant requirements, policies or opinions of the CSRC or the stock exchange of the place where the shares are listed. However, if the results of analysis and proof have been substantively changed or may lead to substantive changes in the profit distribution policy or the profit distribution plan of the Company, the resolution shall be proposed to the Shareholders’ general meeting for consideration and approval.

Resolution on the three-year dividend distribution plan for Shareholders after the A Share Offering and Listing will be proposed to the EGM for consideration and approval by way of special resolution.

**(4) Resolution on the Dilution of Immediate Returns due to the A Share Offering and Listing and Remedial Measures**

The General Office of the State Council issued the Notice of the General Office of the State Council on Further Strengthening Protection of the Lawful Rights of Small and Medium Investors in Capital Markets (Guobanfa [2013] No. 110) (the “**Notice**”) on December 25, 2013, proposing that the initial public offering of shares of companies, re-financing or mergers and acquisitions to dilute immediate returns of listed companies shall undertake and carry out specific measures of the remedial return. The Company intends to apply for A Share Offering and Listing. According to the requirements of the Notice, the Company has made a relevant analysis on the impact of this issuance on the dilution of the immediate returns and the measures to fill the immediate returns. Details of the specific analysis will be set out in the circular regarding relevant resolution dispatched to Shareholders.

The Board also proposed at the Extraordinary General Meeting, Domestic Shareholders’ Class Meeting and H Shareholders’ Class Meeting to authorize the Board of Directors, and the Board to delegate the chairman of the Board to adjust the measures to fill the immediate returns in accordance with changes in relevant laws, administrative regulations, departmental rules, regulatory documents and the changes in relevant policies, as suggested by or the domestic and foreign regulatory departments; and in accordance with the actual situations of the A Share Offering and Listing in due course.

Resolution on the dilution of immediate returns due to the A Share Offering and Listing and remedial measures will be proposed, respectively, to the EGM and Domestic Shareholders’ Class Meeting, H Shareholders’ Class Meeting for consideration and approval by way of special resolution.

**(5) Resolution on A Share Price Stabilization Plan within Three Years after the A Share Offering and Listing**

To strengthen the integrity obligations of the relevant Directors and senior management personnel of the Company and safeguard the rights and interests of minority Shareholders, the Company has formulated the A Share Price Stabilization Plan within Three Years after the Initial Public Offering and Listing on the GEM of Dongfeng Motor Group Company Limited\* (the “**Price Stabilization Plan**”) in accordance with the requirements of the Company Law, the Securities Law, the Opinions on Further Promoting the Reform of New Share Offering Scheme and other relevant laws, administrative regulations, departmental rules and regulatory documents. After consideration and approval at the EGM and Domestic Shareholders’ Class Meeting, H Shareholders’ Class Meeting, the Price Stabilization Plan shall come into effect from the date of completion of the Offering and

Listing of the Company and remain valid within the three years thereafter. Details of the Price Stabilization Plan will be set out in the circular regarding relevant resolution dispatched to Shareholders.

The Board also proposed at the general meeting for the approval, to authorize the Board itself to, and authorize the Board of Directors to delegate the chairman of the Board to adjust the Price Stabilization Plan in accordance with changes in relevant laws, administrative regulations, departmental rules, regulatory documents and the changes in relevant policies, as suggested by or the domestic and foreign regulatory departments; and in accordance with the actual situations of the A Share Offering and Listing in due course.

Resolution on A Share price stabilization plan within three years after the A Share Offering and Listing will be proposed, respectively, to the EGM and Domestic Shareholders' Class Meeting, H Shareholders' Class Meeting for consideration and approval by way of special resolution.

**(6) Resolution on the Formulation of the Administrative System for A Share Connected Transactions**

To meet the requirements of corporate governance and normative operation after the A Share Offering and Listing of the Company, in accordance with the provisions of relevant domestic laws, administrative regulations, departmental rules and regulatory documents, combined with the actual condition of the Company, the Company drafted the Administrative System for A Share Connected Transactions of Dongfeng Motor Group Company Limited (the “**Administrative System for A Share Connected Transactions**”). After consideration and approval from the general meeting of the Company, the Administrative System for A Share Connected Transactions shall take effect on the date of the Offering and Listing of the Company. Details of the Administrative System for A Share Connected Transactions will be set out in the circular regarding relevant resolution dispatched to Shareholders.

The Board also proposed at the general meeting to authorize the Board itself to, and authorize the Board to delegate the chairman of the Board, for the purposes of A Share Offering and Listing, in accordance with the changes in relevant laws, administrative regulations, departmental rules and regulatory documents, requirements and recommendation of relevant governmental authorities and regulatory authorities and the actual condition of the issuance and listing of the Company, to make adjustments and amendments to the Administrative System for A Share Connected Transactions, including but not limited to the adjustments and amendments of the words, chapters, terms and conditions, etc.

Resolution on the formulation of the Administrative System for A Share Connected Transactions will be proposed to the EGM for consideration and approval by way of ordinary resolution.

**(7) Resolution on Formulation of the Administrative System for External Guarantees**

To meet the requirements of corporate governance and normative operation after the A Share Offering and Listing of the Company, in accordance with the provisions of relevant domestic laws, administrative regulations, departmental rules and regulatory documents, combined with the actual condition of the Company, the Company drafted the Administrative System for External Guarantees of Dongfeng Motor Group Company Limited (the “**Administrative System for External Guarantees**”). After consideration and approval from the general meeting of the Company, the Administrative System for External Guarantees shall take effect from the date of the Offering and Listing of the Company. Details of the Administrative System for External Guarantees will be set out in the circular regarding relevant resolution dispatched to Shareholders.

The Board also proposed at the general meeting to authorize the Board itself to, and authorize the Board to delegate the chairman of the Board, for the purpose of A Share Offering and Listing, in accordance with the changes in relevant laws, administrative regulations, departmental rules and regulatory documents, requirements and recommendation of relevant governmental authorities and regulatory authorities and the actual condition of the issuance and listing of the Company, to make adjustments and amendments to the Administrative System for External Guarantees, including but not limited to the adjustments and amendments of the words, chapters, terms and conditions, etc.

Resolution on formulation of the Administrative System for External Guarantees will be proposed to the EGM for consideration and approval by way of ordinary resolution.



**(8) Resolution on Formulation of the Administrative System for A Share Proceeds**

To meet the requirements of corporate governance and normative operation after the A Share Offering and Listing of the Company, in accordance with the provisions of relevant domestic laws, administrative regulations, departmental rules and regulatory documents, combined with the actual condition of the Company, the Company drafted the Administrative System for A Share Proceeds of Dongfeng Motor Group Company Limited (the “**Administrative System for A Share Proceeds**”). After consideration and approval from the general meeting of the Company, the Administrative System for A Share Proceeds shall take effect from the date of the Offering and Listing of the Company. Details of the Administrative System for A Share Proceeds will be set out in the circular regarding relevant resolution dispatched to Shareholders.

The Board also proposed at the general meeting to authorize the Board itself to, and the Board to delegate the chairman of the Board, for the purposes of A Share Offering and Listing, in accordance with the changes in relevant laws, administrative regulations, departmental rules and regulatory documents, requirements and recommendation of relevant governmental authorities and regulatory authorities and the actual condition of the issuance and listing of the Company, to make adjustments and amendments to the Administrative System for A Share Proceeds, including but not limited to the adjustments and amendments of the words, chapters, terms and conditions, etc.

Resolution on formulation of the Administrative System for A Share Proceeds will be proposed to the EGM for consideration and approval by way of ordinary resolution.

**(9) Resolution on the Amendments to the Articles of Association**

To satisfy relevant needs for corporate governance and normative operations after the Offering and Listing of the Company, the Company proposed to amend its Articles of Association in accordance with the Company Law, Guidelines on Articles of Association for Listed Companies (2019 Revision), Measures for the Registration and Administration of the Initial Public Offering of Shares on the GEM (Trial), Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (2020 Revision) and other relevant laws, administrative regulations, departmental rules and regulatory documents in combination with the actual practice of the Company. Except for the amendments to the number of directors under Article 97 of the original Articles of Association (i.e. Article 139 of the Amended Articles of Association) which shall come into effect immediately

after consideration and approval at the general meeting, other amendments to the Articles of Association shall take effect from the date of the Company's Offering and Listing after being considered and approved at the general meeting of the Company. The details regarding the proposed amendments to the Articles of Association will be set out in the circular dispatched to the Shareholders regarding the relevant resolution.

Resolution on the amendments to the Articles of Association will be submitted to the EGM for consideration and approval by way of special resolution.

#### **(10) Resolution on the Undertakings as to the A Share Offering and Listing**

In accordance with the requirements of the Opinions on Further Promoting the Reform of the New Share Issuance System" by CSRC and other relevant regulations, the Company makes the relevant undertakings regarding the information disclosure in the prospectus for the A Share Offering and Listing (the "**Prospectus**"). The specific content of the undertakings will be set out in the circular dispatched to the Shareholders' regarding the relevant resolution.

Resolution on the undertakings and restricted measures as to the A Share Offering and Listing will be submitted to the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting respectively for consideration and approval by way of special resolution.

#### **(11) Resolution on the Amendments to the Procedural Rules of the Shareholders' General Meeting**

To satisfy relevant needs for corporate governance and normative operations after the A Share Offering and Listing, the Company proposed to amend the Procedural Rules of the Shareholders' General Meeting of Dongfeng Motor Group Company Limited ("**Procedural Rules of the Shareholders' General Meeting**") in accordance with the provisions of the Company Law, the Rules of General Meetings of Listed Companies (2019 Revision) and other relevant laws, administrative regulations, departmental rules and regulatory documents in combination with the actual practice of the Company. The amended Procedural Rules of the Shareholders' General Meeting shall take effect from the date of the Company's Offering and Listing after being considered and approved at the general meeting of the Company. The details regarding the proposed amendments to the Procedural Rules of the Shareholders' General Meeting will be set out in the circular dispatched to the Shareholders regarding the relevant resolution.

The proposal regarding the amendments to the Procedural Rules of the Shareholders' General Meeting will be submitted to the EGM for consideration and approval by way of ordinary resolution.

**(12) Resolution on the Amendments to the Procedural Rules of the Meeting of Board of Directors**

To satisfy relevant needs for corporate governance and normative operations after the A Share Offering and Listing, the Company proposed to amend the Procedural Rules of the Meeting of Board of Directors of Dongfeng Motor Group Company Limited (“**Procedural Rules of the Meeting of Board of Directors**”) in accordance with the domestic laws, administrative regulations, departmental rules and regulatory documents in combination with the actual practice of the Company. Except for the amendments to the number of directors under Article 8 of the original Procedural Rules of the Board of Directors (i.e. Article 10 of the revised Procedural Rules of the Board of Directors), which shall take immediate effect after being considered and approved by the general meeting, other amendments to the Procedural Rules of the Board of Directors after the Amendment Other amendments shall take effect from the date of the Company's A Share Offering and Listing upon the consideration and the approval at the general meeting of the Company. The details regarding the proposed amendments to the Procedural Rules of the Meeting of Board of Directors will be set out in the circular dispatched to the Shareholders' regarding the relevant resolution.

Resolution regarding the amendments to the Procedural Rules of the Meeting of Board of Directors will be submitted to the EGM for consideration and approval by way of ordinary resolution.

**(13) Resolution on Formulation of the Working Rules of Independent Non-executive Directors**

To satisfy relevant needs for corporate governance and normative operations after the A Share Offering and Listing, the Company has drafted Working Rules of Independent Non-executive Directors of Dongfeng Motor Group Company Limited (“**Working Rules of Independent Non-executive Directors**”) in accordance with the domestic laws, administrative regulations, departmental rules and regulatory documents in combination with the actual practice of the Company. After consideration and approval at the general meeting, the Working Rules of Independent Non-executive Directors shall come into effect from the date of A Share Offering and Listing of the Company. The details of the Working Rules of Independent Non-executive Directors will be set out in the circular dispatched to the Shareholders regarding the relevant resolution.

The Board resolved to propose to the EGM to authorize the Board to, and the Board to authorize the Chairman to, for the purpose of the A Share Offering and Listing, make adjustments and amendments to the Working Rules of Independent Non-executive Directors (including but not limited to adjustments and amendments to the wordings, sections, terms, conditions of effect and others) based on the changes in relevant laws, administrative regulations, departmental rules and regulatory documents, the requirements and recommendations from relevant government agencies and regulatory authorities as well as the actual conditions of the A Share Offering and Listing.

Resolution on the amendments to the Working Rules of Independent Non-executive Directors will be submitted to the EGM for consideration and approval by way of ordinary resolution.

**(14) Resolution on the Amendments to the Procedural Rules of the Meeting of Supervisory Committee**

To satisfy relevant needs for corporate governance and normative operations after the A Share Offering and Listing, the Company proposed to amend the Procedural Rules of the Meeting of Supervisory Committee of Dongfeng Motor Group Company Limited (“**Procedural Rules of the Meeting of Supervisory Committee**”) in accordance with the domestic laws, administrative regulations, departmental rules and regulatory documents in combination with the actual practice of the Company. After consideration and approval at the general meeting of the Company, the amended Procedural Rules of the Meeting of Supervisory Committee shall come into effect from the date of A Share Offering and Listing of the Company. The details regarding the proposed amendments to the Procedural Rules of the Meeting of Supervisory Committee will be set out in the circular dispatched to the Shareholders regarding the relevant resolution.

Resolution on the amendments to the Procedural Rules of the Meeting of Supervisory Committee will be submitted to the EGM for consideration and approval by way of ordinary resolution.

**II. APPOINTMENT OF MEMBER OF AUDIT AND RISK MANAGEMENT COMMITTEE AND MEMBER OF NOMINATION COMMITTEE**

Pursuant to the Company Law, the Articles of Association, the Procedural Rules of the Board of Directors, the Procedural Rules for the Audit and Risk Management Committee of the Board of Directors of Dongfeng Motor Group Co., Ltd. and relevant regulations, the Board of Directors of the Company approved the appointment of the Director, Mr. Leung Wai Lap, Philip, as a member of the Audit and Risk Management Committee of the fourth session of the Board of Directors of the Company.

Mr. Leung Wai Lap, Philip's qualification as a candidate for the Audit and Risk Management Committee of the Board of Directors is in compliance with laws, regulations and internal regulations of the Company. His appointment shall commence from the date of this announcement.

Pursuant to the Company Law, the Articles of Association, the Procedural Rules of the Board of Directors, the Procedural Rules of the Nomination Committee of the Board of Directors of Dongfeng Motor Group Co., Ltd. and relevant regulations, the Board of Directors of the Company approved the appointment of the director, Mr. Leung Wai Lap, Philip, as a member of the Nomination Committee of the fourth session of the Board of Directors of the Company.

Mr. Leung Wai Lap, Philip's qualification as a candidate for the Nomination Committee of the Board of Directors is in compliance with laws, regulations and internal regulations of the Company. His appointment shall commence from the date of this announcement.

### **III. RESIGNATION OF NON-EXECUTIVE DIRECTOR**

Mr. Cheng Daoran, a non-executive Director of the Company, had tendered his resignation letter to the Board of the Company recently to resign from his position as a non-executive Director due to other business commitment. Pursuant to the Company Law, the Articles of Association and other relevant regulations, Mr. Cheng Daoran's resignation will take effect from the date of consideration and approval of the general meeting of the Company.

Mr. Cheng Daoran has confirmed that he has no disagreement with the Board, and there is no other matter that should be brought to the attention of the Shareholders of the Company and Hong Kong Stock Exchange in respect of the foregoing resignation.

The Board wish to express its appreciation for Mr. Cheng Daoran's contributions and leadership during his term of office.

### **IV. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

Pursuant to the Company Law, the Articles of Association and other relevant regulations, the Board of Directors nominates Mr. Yang Qing as a non-executive Director of the fourth session of the Board of Directors of the Company. Mr. Yang Qing's qualification as a Director is in compliance with laws, regulations and internal regulations of the Company. His appointment is subject to the approval by the Shareholders at the general meeting of the Company, and shall commence from the date of approval at the general meeting of the Company and end on the expiration of the term of the fourth session of the Board. A circular containing, among other things, the proposed appointment of Mr. Yang Qing will be sent to the Shareholders as soon as reasonably practicable.

Mr. Yang Qing, aged 54, is a senior engineer with a bachelor's degree in engineering. He has worked at the second steam piston bearing factory since 1988. He has served successively as the deputy section chief and deputy chief engineer of the inspection department, the director, branch secretary of the Party Committee, the duty officer of the department of the steel pipe ring of the piston bearing factory of Dongfeng Motor Corporation, the deputy general manager of Dongfeng Motor Piston Bearing Co., Ltd., the general manager of Dongfeng Auto Fasteners Co., Ltd., general manager of Dongfeng Axle Co., Ltd., executive deputy general manager of Dongfeng Dana Axle Co., Ltd., deputy general manager of Dongfeng Commercial Vehicle Co., Ltd., general manager of Dongfeng Motor Co., Ltd., general manager of Dongfeng Commercial Vehicle Co., Ltd., deputy president of Dongfeng Motor Group Co., Ltd. and general manager of Dongfeng Commercial Vehicle Co., Ltd., member of the of the Standing Committee of the Party Committee and deputy general manager of Dongfeng Motor Group Co., Ltd. and general manager and secretary of the Party Committee of Dongfeng Commercial Vehicle Co., Ltd., and director and deputy secretary of the Party Committee of Dongfeng Motor Group Co., Ltd.

Save as disclosed in the biographical details, Mr. Yang Qing has confirmed that he (i) has not held any directorships and supervisorships in other listed companies or any other position in the Company or any of its subsidiaries during the past three years; (ii) has no relationship with any Directors, Supervisors, senior management, substantial Shareholders or Controlling Shareholders of the Company, (iii) is not interested in any securities of the Company (which shall have the meaning as defined in Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)); and (iv) has not been subject to any disciplinary actions by the CSRC or other relevant authorities, or any stock exchange. In addition, Mr. Yang Qing does not have any other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (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 remuneration of Mr. Yang Qing as a non-executive director of the Company will be determined by the remuneration committee of the Company in accordance with the remuneration policy of the Company and confirmed by the Board and subject to review and approval at the extraordinary general meeting of the Company.

## V. SHAREHOLDERS' APPROVAL AND GENERAL INFORMATION

The Company will convene EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting to seek approvals from the Shareholders on the proposed A Share Offering related proposals. A circular containing details on the proposed A Share Offering related proposals will be dispatched by the Company to the Shareholders in due course.

**Shareholders and potential investors should be aware that the proposed A Share Offering is subject to approvals or decisions made by relevant regulatory authorities and may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company. Further announcement(s) will be made to disclose any major updates and developments in respect of the A Share Offering in accordance with the Listing Rules and other applicable laws and regulations. This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.**

## VI. DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

“Articles of Association”	the Articles of Association of Dongfeng Motor Group Company Limited, as amended from time to time
“A Share(s)”	ordinary share(s) proposed to be issued by the Company under the A Share Offering, which will be listed on the ChiNext Board of the Shenzhen Stock Exchange and traded in RMB
“A Share Offering”, “A Share Offering and Listing” or “the Offering”	proposed initial public offering by the Company of no more than 957,346,666 A Shares (no more than 1,100,947,666 A Shares are to be issued if the over-allotment options are exercised in full).The relevant A Shares will be listed on the ChiNext Board of the Shenzhen Stock Exchange
“Board”	the board of directors of the Company
“Class Shareholders’ Meeting”	Domestic Shareholders Class Meeting and H Shareholders Class Meeting

“Company”	Dongfeng Motor Group Company Limited (東風汽車集團股份有限公司), a joint stock limited company incorporated in the PRC, the H shares of which are listed on the Hong Kong Stock Exchange
“Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) subscribed for or credited as fully paid in RMB
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s)
“Domestic Shareholders Class Meeting”	the Domestic Shareholders Class Meeting of the Company to be held on the date of EGM, at which the Domestic Shareholders will consider and approve the proposed A Share Offering, among others
“EGM”	the Extraordinary General Meeting of the Company to consider and approve the proposed A Share Offering, among others
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each
“H Shareholder(s)”	holder(s) of the H Share(s)



“H Shareholders’ Class Meeting”	the H Shareholders’ Class Meeting of the Company to be held on the date of EGM, at which the H Shareholders will consider and approve the proposed A Share Offering, among others
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan area
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Procedural Rules of the Meeting of Board of Directors”	the Procedural Rules of the Meeting of Board of Directors of Dongfeng Motor Group Company Limited(《東風汽車集團股份有限公司董事會議事規則》) (as amended from time to time)
“Procedural Rules of the Meeting of Supervisory Committee”	the Procedural Rules of the Meeting of Supervisory Committee of Dongfeng Motor Group Company Limited(《東風汽車集團股份有限公司監事會議事規則》) (as amended from time to time)
“Procedural Rules of the Shareholders’ General Meeting”	the Procedural Rules of the Meeting of Shareholders of Dongfeng Motor Group Company Limited (《東風汽車集團股份有限公司股東大會議事規則》) (as amended from time to time)
“Securities Law”	the Securities Law of the People’s Republic of China (《中華人民共和國證券法》) as amended, supplemented or otherwise modified from time to time
“Share(s)”	Domestic Shares and H Shares of the Company
“Shareholder(s)”	holder(s) of the Share(s) of the Company

“Supervisor(s)” supervisor(s) of the Company

“Supervisory Committee” the supervisory committee of the Company

By order of the Board of Directors

*Chairman*

**ZHU YANFENG**

Wuhan, the PRC, 28 August 2020

*As at the date of this announcement, Mr. Zhu Yanfeng, Mr. Li Shaozhu and Mr. You Zheng are the executive Directors of the Company, Mr. Cheng Daoran is the non-executive Director of the Company, and Mr. Ma Zhigeng, Mr. Chen Yunfei and Mr. Leung Wai Lap, Philip are the independent non-executive Directors of the Company.*

\* *For identification purposes only*