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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)

NOTICE OF H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that an H Shareholders Class Meeting of the Company will be held at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People's Republic of China (hereinafter referred to as the "PRC"), on Friday, 25 September 2020 immediately after the conclusion of the Extraordinary General Meeting and Domestic Shareholders Class Meeting (or any adjournment thereof) to consider and, if thought fit, pass (with or without amendments) the following resolutions:

Special Resolutions

1. To consider and approve the proposal on the plan of the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM
2. To consider and approve the proposal that the Extraordinary General Meeting and Shareholders Class Meetings authorize the Board of Directors and persons authorized by the Board of Directors the discretion to deal with the matters related to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM
3. To consider and approve the proposal on the use of proceeds raised from the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM and its feasibility analysis report
4. To consider and approve the proposal on the accumulated profits distribution plan prior to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM
5. To consider and approve the proposal on the dilution of immediate returns due to initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM and remedial measures

6. To consider and approve the proposal on A Share price stabilization plan within three years after the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM
7. To consider and approve the proposal relating to the undertakings as to the initial public offering of Renminbi ordinary Shares (A Shares) and listing on GEM

By Order of the Board
Zhu Yanfeng
Chairman

Wuhan, PRC
10 September 2020

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

** For identification purposes only*

Notes:

1. Eligibility for attending the H Shareholders Class Meeting and closure of register of members for H shares

In order to determine the H Shareholders who are entitled to attend the H Shareholders Class Meeting, the register of members of the Company will be closed from Tuesday, 22 September 2020 to Friday, 25 September 2020, both days inclusive, during which period no registration of shareholders and transfer of Shares will be effected. Holders of H Shares whose names appeared in the register of members are entitled to attend the H Shareholders Class Meeting. In order to attend and vote at the H Shareholders Class Meeting, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant Share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on Monday, 21 September 2020.

2. Proxy

- (1) A Shareholder entitled to attend and vote at the H Shareholders Class Meeting may appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a Shareholder of the Company. Where an H Shareholder appoints more than one proxy, his/her/its proxies may only exercise the voting rights via voting.
- (2) The instrument appointing a proxy must be in writing under the hand of an H Shareholder or his/her/its attorney duly authorised in writing. If the H Shareholder is a corporation, that instrument must be either under its common seal or under the hand(s) of its Director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the H Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the appointed time for holding the H Shareholders Class Meeting or any adjournment thereof (as the case may be).
- (4) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or the authority under which the proxy was executed, or the transfer of Shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the H Shareholders Class Meeting.

3. Registration procedure for attending the H Shareholders Class Meeting

- (1) An H shareholder or his/her/its proxy shall produce proof of identity when attending the H Shareholders Class Meeting. If an H Shareholder is a corporation, its legal representative or other person authorized by the Board of Directors or other competent body of such Shareholder may attend the H Shareholders Class Meeting by producing a copy of the resolution of the Board of Directors or other competent body of such Shareholder appointing such person to attend the meeting.
- (2) In accordance with the Articles of Association of the Company, where two or more persons are registered as the joint holders of any Share, only the Shareholder whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting rights attached to such share at the H Shareholders Class Meeting, and this notice shall be deemed to be given to all joint holders of such Share.

4. Voting procedures

An H Shareholder (including his/her/its proxy), when voting at an H Shareholders Class Meeting, may exercise such voting rights as attached to the number of voting Shares which he/she/it represents, in which case one vote is attached to each share. At any H Shareholders Class Meeting, a resolution shall be decided on a show of hands unless a poll is demanded:

- (1) by the Chairman of the meeting;
- (2) by at least two H Shareholders present in person or by proxy entitled to vote thereat;
- (3) by one or more H Shareholders (including proxies) representing 10% or more (inclusive) of all Shares carrying the right to vote at the meeting singly or in aggregate.

Unless a poll is demanded, a declaration by the Chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.

5. Miscellaneous

- (1) The H Shareholders Class Meeting is expected to be concluded within half a day. H Shareholders (in person or by proxy) attending the H Shareholders Class Meeting are responsible for their own transportation and accommodation expenses.
- (2) The address and contact details of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

Address: Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East,
Wanchai, Hong Kong
Tel: (852) 2862 8628
Fax: (852) 2865 0990