
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Dongfeng Motor Group Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**2021 SPECIAL DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of Dongfeng Motor Group Company Limited to be held at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the PRC at 9 a.m. on Wednesday, 15 September 2021, is set out on pages 3 to 5 of this circular. A form of proxy of the Extraordinary General Meeting is enclosed with this circular. Whether or not you are able to attend the Extraordinary General Meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return them as soon as practicable, and in any event no later than 24 hours before the time appointed for the holding of the Extraordinary General Meeting.

26 August 2021

* *For identification purposes only*

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DEFINITIONS

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

“Board” or “Board of Directors”	the board of Directors of the Company
“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
“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
“Extraordinary General Meeting”	the Extraordinary General Meeting of the Company to be held at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, PRC at 9 a.m. on Wednesday, 15 September 2021
“H Share(s)”	overseas listed foreign Shares in the ordinary Share capital of the Company, with a nominal value of RMB1.00 each
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Shares and H Shares of the Company
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Zhu Yanfeng (*Chairman*)

Yang Qing

You Zheng

Non-executive Director:

Huang Wei

Independent Non-Executive Directors:

Zong Qingsheng

Leung Wai Lap, Philip

Hu Yiguang

Registered Office:

Special No. 1 Dongfeng Road

Wuhan Economic and

Technology Development Zone

Wuhan, Hubei 430056

PRC

Principal place of business in Hong Kong:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

Dear Sir/Madam,

2021 SPECIAL DIVIDEND

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The Company will convene the Extraordinary General Meeting at 9:00 a.m. on Wednesday, 15 September 2021 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the PRC.

The purpose of this circular is:

1. to provide you with further information regarding the special dividend of the Company;
2. to issue you the notice of the Extraordinary General Meeting to consider and, if thought fit, approve the proposed resolution.

LETTER FROM THE BOARD

II. MATTERS TO BE CONSIDERED AT THE EXTRAORDINARY GENERAL MEETING

1. Resolution on Special Dividend of the Company

A special resolution will be proposed at the Extraordinary General Meeting to approve the resolution of 2021 special dividend of the Company.

The Board of Directors of the Company has considered and approved a special dividend of RMB0.4 per share (tax included), representing a total cash dividend payout of RMB3.446 billion dividend of the Company. It is hereby submitted to the Extraordinary General Meeting for Shareholders' approval by way of special resolution.

III. EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting will be held by the Company at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the PRC at 9 a.m. on Wednesday, 15 September 2021, to consider and, if thought fit, approve the matters contained in the Circular. The notices and forms of proxy of the Extraordinary General Meeting have been sent to Shareholders and are enclosed with this Circular. The notices of the Extraordinary General Meeting are set out on pages 3 to 5 of this Circular.

IV. RESPONSIBILITY STATEMENT

This Circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or fraudulent; and there are no other matters the omission of which would make any statement in this circular misleading.

V. RECOMMENDATION

The Directors are of the opinion that the proposed resolution set out in the Notice of the Extraordinary General Meeting are in the best interests of the Company and shareholders as a whole. Accordingly, the directors recommend the Shareholders to vote in favour of the proposed resolution.

By Order of the Board
Zhu Yanfeng
Chairman

Wuhan, PRC
26 August 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general 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 Wednesday, 15 September 2021, at 9 a.m. to consider and, if thought fit, pass (with or without amendments) the following resolution:

Special Resolution

1. To consider and approve the 2021 special dividend

By Order of the Board

Zhu Yanfeng

Chairman

Wuhan, PRC

26 August 2021

As at the date of this notice, 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*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. CLOSURE OF REGISTER OF MEMBERS FOR H SHARES

Eligibility for attending the Extraordinary General Meeting

In order to determine the Shareholders who are entitled to attend the Extraordinary General Meeting, the register of members of the Company will be closed from Friday, 10 September 2021 to Wednesday, 15 September 2021, both days inclusive, during which period no registration of Shareholders and transfer of Shares will be effected. Holders of H Shares and Domestic Shares whose names appeared in the register of members on Wednesday, 15 September 2021 are entitled to attend the Extraordinary General Meeting. In order to attend and vote at the Extraordinary General 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 Thursday, 9 September 2021.

Entitlement of the special dividend

The register of members of the Company will be closed from Tuesday, 21 September 2021 to Sunday, 26 September 2021 (both days inclusive). In order to be entitled to the special dividend, H shares shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Monday, 20 September 2021 (Hong Kong time), being the last share registration date.

2. PROXY

- (1) A Shareholder entitled to attend and vote at the Extraordinary General 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 a Shareholder appoints more than one proxy, his/her/its proxies may only exercise the voting rights via a poll.
- (2) The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her/its attorney duly authorised in writing. If the 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 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 Secretariat of the Board of Directors at the Company's principal place of business in the PRC for holders of the Domestic Shares and at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited for holders of the H Shares not less than 24 hours before the appointed time for holding the Extraordinary General 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 Extraordinary General Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. REGISTRATION PROCEDURE FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING

- (1) A Shareholder or his/her/its proxy shall produce proof of identity when attending the Extraordinary General Meeting. If a Shareholder is a corporation, its legal representative, other person authorized by the Board of Directors or other governing body of such Shareholder may attend the Extraordinary General Meeting by producing a notarially certified copy or other certified copy approved by the Company of the resolution of the Board of Directors or other governing 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 person 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 Extraordinary General Meeting, and this notice shall be deemed to be given to all joint holders of such Share.

4. VOTING PROCEDURES

A Shareholder (including his/her/its proxy), when voting at a Shareholders General 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 Shareholders' general 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 Shareholders present in person or by proxy entitled to vote thereat;
- (3) by one or more Shareholders (including proxies) representing 10% or more (inclusive) of all shares carrying the right to vote at the meeting singly or in aggregate, before or after a vote is carried out by a show of hands.

Unless a poll is demanded, a declaration by the Chairman of the meeting 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 Extraordinary General Meeting is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the Extraordinary General 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

- (3) The address and contact details of the Company's principal place of business in the PRC are as follows:

Address: Special No.1 Dongfeng Road, Wuhan Economic and Technology Development Zone,
Wuhan, Hubei, the People's Republic of China
Zip code: 430056
Tel: (8627) 8428 5274
Fax: (8627) 8428 5057