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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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)**

**RESOLUTIONS ON APPOINTMENT AND RESIGNATION OF  
DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of Dongfeng Motor Group Company Limited to be held at Special No. 1 Dongfeng Road, Economic and Technology Development Zone, Wuhan, Hubei, the People's Republic of China (the “PRC”) at 9:00 a.m. on Friday, 29 November 2019, is set out on pages 6 to 8 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed. Whether or not you are able to attend the extraordinary general meeting, please complete the enclosed form of proxy and reply slip 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.

14 October 2019

\* For identification purposes only

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## CONTENTS

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*Page*

### **LETTER FROM THE CHAIRMAN**

I.	Introduction .....	1
II.	Approval of Appointment and Resignation of Supervisor and Biographical Details of the Candidate for Supervisor .....	2
III.	Approval of Appointment and Resignation of Director and Biographical Details of the Candidates for Directors. ....	2
IV.	EXTRAORDINARY GENERAL MEETING (“EGM”) .....	4
V.	Responsibility Statement .....	4
VI.	Recommendation .....	4
<b>MOTION ON ADDING ONE CANDIDATE FOR EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR RESPECTIVELY .....</b>		<b>5</b>
<b>NOTICE OF EGM .....</b>		<b>6</b>

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Zhu Yanfeng (*Chairman*)

Li Shaozhu

*Independent Non-Executive Directors:*

Ma Zhigeng

Zhang Xiaotie

Chen Yunfei

*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,

**RESOLUTIONS ON APPOINTMENT AND RESIGNATION OF  
DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

The purposes of the Circular are:

1. to approve the appointment and resignation of directors and supervisors and biographical details of the candidates; and
2. to give you the Notice of the EGM to consider and, if thought fit, to approve the proposed resolutions.

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## LETTER FROM THE BOARD

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### II. APPROVAL OF APPOINTMENT AND RESIGNATION OF SUPERVISOR AND BIOGRAPHICAL DETAILS OF THE CANDIDATE FOR SUPERVISOR

#### I. ORDINARY RESOLUTIONS

1. To consider and approve the resignation of Mr. Wen Shuzhong as a supervisor.
2. To consider and approve the appointment of Mr. He Wei as a supervisor.

#### Biographical Details of the Candidate for Supervisor

Mr. He Wei, aged 56, an employee supervisor of the Company. Mr. He started his career in 1982. During 2002 and 2004, he participated in the on-the-job learning course in Business Administration of the School of Management, Huazhong University of Science and Technology and obtained a master's degree in Business Administration for Senior Management. He successively served as a committee member and the deputy secretary of Second Automotive Works, the secretary to the secretariat, the deputy section-level secretary and the section-level secretary of the party committee of Second Automotive Works, the head of the production department, deputy secretary and the secretary of the Communist Youth League of Dongfeng Motor. He was the party committee secretary, disciplinary committee secretary, and the general manager of Dongfeng Motor Fastener Co., Ltd., and the deputy general manager, deputy party committee secretary, disciplinary committee secretary, and the chairman of the labour union of the business department of Dongfeng Motor Parts and Components. Mr. He was the party committee secretary, deputy general manager, disciplinary committee secretary, and the chairman of the labour union of the parts and components department of Dongfeng Motor Co., Ltd., the office director (party committee) of DONGFENG MOTOR CORPORATION ("DMC"), the director of the work platform for the military business department of Dongfeng Motor, and the director (cadre) of human resources department of Dongfeng Motor. Mr. He has served as the deputy secretary of the party committee of DMC since August 2016 and the chairman of the labour union of DMC since October 2018.

### III. APPROVAL OF APPOINTMENT AND RESIGNATION OF DIRECTOR AND BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR DIRECTORS

#### Appointment and Resignation of Director

Mr. Cao Xinghe, an independent non-executive director of the Company, tendered his resignation as an independent non-executive director of the Company on 9 October 2019 due to health condition.

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## LETTER FROM THE BOARD

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Meanwhile, the Company also received a letter from DMC, the Controlling Shareholder, recommending Mr. You Zheng and Mr. Cheng Daoran to serve as the executive director and non-executive director of the Company, respectively, and advising the Company to elect them as executive director and non-executive director of the Company in accordance with related procedures.

### **Biographical Details of the Candidates for Directors**

#### ***Executive Director:***

Mr. You Zheng, aged 51, is a senior engineer. Mr. You graduated from Jilin Institute of Technology, majoring in metal materials and welding, and obtained the bachelor of engineering in 1990. Mr. You served in FAW-Volkswagen Automotive Co., Ltd. from 1990 to 2009. Mr. You served as vice head of planning department of China FAW Group Co., Ltd. from April 2009 to July 2015; head of product planning department and project department of China FAW Group Co., Ltd. and assistant to general manager of China FAW Company Limited from July 2015 to May 2018. Mr. You has worked in Dongfeng Motor Corporation (the Controlling Shareholder of the Company) since May 2018, serving as committee member of the communist party and deputy general manager of Dongfeng Motor Corporation.

#### ***Non-executive Director:***

Mr. Cheng Daoran, aged 59, is a professor-level senior engineer. Mr. Cheng graduated from Zhejiang University, majoring in power engineering of internal combustion engine of the department of thermophysical engineering, and successfully obtained a bachelor's degree in engineering in 1982. Mr. Cheng worked in Liuzhou Automobile Factory from 1982 to 1993; served as head of development department of Liuzhou Automobile Factory from August 1993 to March 1996; assistant director of Dongfeng Liuzhou Automobile Factory from March 1996 to December 1997; deputy general manager and general manager of Dongfeng Liuzhou Automobile Factory from December 1997 to August 2016; vice president of Dongfeng Motor Group Company Limited and deputy secretary of party committee and deputy general manager of Dongfeng Motor Corporation from August 2016 to February 2019. Mr. Cheng has served as director and deputy secretary of party committee of Dongfeng Motor Corporation since February 2019.

In addition, there is no discloseable information of Mr. You Zheng and Mr. Cheng Daoran under Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, and there are no matters that shall be disclosed therefrom. Save as mentioned above, there are no other matters that shall be informed to the Shareholders of the Company.

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## LETTER FROM THE BOARD

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### IV. EGM

Notice is hereby given that the EGM will be held by Dongfeng Motor Group Company Limited (the “**Company**”) at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 29 November 2019, to consider and, if thought fit, approve the appointment and resignation of supervisors and directors of the Company.

### V. 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.

### VI. RECOMMENDATION

The directors are of the opinion that the proposed resolutions set out in the Notice of the EGM 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 resolutions.

By Order of the Board

**Zhu Yanfeng**

*Chairman*

Wuhan, PRC

14 October 2019

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**MOTION ON ADDING ONE CANDIDATE FOR EXECUTIVE  
DIRECTOR AND NON-EXECUTIVE DIRECTOR RESPECTIVELY**

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General meeting of Dongfeng Motor Group Company Limited:

DONGFENG MOTOR CORPORATION, as a shareholder holding more than 5% of the total number of voting shares of your Company, proposed to engage Mr. You Zheng and Mr. Cheng Daoran, respectively, as candidates for executive director and non-executive director of your Company in accordance with the provisions of the current Articles of Association of your Company, and proposed your Company to organize election and appointment in accordance with the requirements and procedures under the applicable laws and regulations, the articles of association of the Company and the listing rules of the place where your Company is listed.

DONGFENG MOTOR CORPORATION

14 October 2019

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the Company will be held at Special No. 1 Dongfeng Road, Economic and Technology Development Zone, Wuhan, Hubei, the People's Republic of China (hereinafter referred to as the "PRC"), on Friday, 29 November 2019, at 9:00 a.m. to consider and, if thought fit, pass (with or without amendments) the following ordinary resolutions:

#### ORDINARY RESOLUTIONS:

1. To consider and approve the resignation of Wen Shuzhong as a supervisor;
2. To elect He Wei as a supervisor;
3. To consider and approve the resignation of Cao Xinghe as an independent non-executive director;
4. To elect You Zheng as an executive director;
5. To elect Cheng Daoran as a non-executive director.

By Order of the Board

**Zhu Yanfeng**

*Chairman*

Wuhan, PRC

14 October 2019

*As at the date of this notice, Mr. Zhu Yanfeng and Mr. Li Shaozhu are the executive directors of the Company, and Mr. Ma Zhigeng, Mr. Zhang Xiaotie and Mr. Chen Yunfei are the independent non-executive directors of the Company.*

\* *For identification purposes only*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

### **1. Eligibility for attending the EGM and closure of register of members for H shares**

In order to determine the shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Tuesday, 29 October 2019 to Friday, 29 November 2019, 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 are entitled to attend the EGM. In order to attend and vote at the EGM, 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, 28 October 2019.

### **2. Proxy**

- (1) A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies may only exercise the voting rights via voting.
- (2) The instrument appointing a proxy must be in writing under the hand of a shareholder or his 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 EGM 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 EGM.

### **3. Registration procedure for attending the EGM**

- (1) A shareholder or his proxy shall produce proof of identity when attending the EGM. If a shareholder is a corporation, its legal representative, board of directors or other person authorized by the board of directors or other competent body of such shareholder may attend the EGM 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 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 EGM, and this notice shall be deemed to be given to all joint holders of such share.
- (3) For information purpose only, shareholders who intend to attend the EGM in person or by proxy shall return the reply slip to the Secretariat of the board of directors at the Company's principal place of business in the PRC for the holders of the domestic shares or to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, for the holders of the H shares on or before Friday, 8 November 2019 by hand, by post or by fax.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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 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 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 EGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the EGM 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: Room 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