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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)

**VOTING RESULTS OF EXTRAORDINARY GENERAL MEETING
CHANGE OF SUPERVISORS AND CHAIRMAN OF SUPERVISORY COMMITTEE
CHANGE OF DIRECTORS AND NON-COMPLIANCE WITH RULE 3.25 OF THE
LISTING RULES**

The board of directors (the “**Board of Directors**”) of Dongfeng Motor Group Company Limited (the “**Company**”) announces that the Extraordinary General Meeting (the “**EGM**”) was held at 9:00 a.m. on Friday, 29 November 2019 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People’s Republic of China (“**PRC**”).

Voting Results of Extraordinary General Meeting

All the resolutions at the EGM were put to the vote by way of poll and were approved by the shareholders. The poll results of the resolutions at the EGM are as follows:

| Resolutions | For | % | Against | % |
|--|---------------|--------|-------------|-------|
| As more than half (1/2) of the votes from the shareholders who attended and voted at the EGM were cast in favour of the following resolutions, the resolutions were duly passed as ordinary resolutions: | | | | |
| 1. To consider and approve the resignation of Wen Shuzhong as a supervisor. | 7,636,659,007 | 100% | 0 | 0.00% |
| 2. To elect He Wei as a supervisor. | 7,636,659,007 | 100% | 0 | 0.00% |
| 3. To consider and approve the resignation of Cao Xinghe as an independent non-executive director. | 7,501,558,647 | 98.23% | 135,100,360 | 1.77% |
| 4. To elect You Zheng as an executive director. | 7,496,688,663 | 98.17% | 139,970,344 | 1.83% |
| 5. To elect Cheng Daoran as a non-executive director. | 7,631,001,742 | 99.93% | 5,657,265 | 0.07% |
| 6. To consider and approve the remuneration of candidates for directors and supervisor proposed by the Board of Directors (if applicable). | 7,243,885,432 | 95.2% | 365,083,602 | 4.8% |

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 6, the resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the EGM, the total number of shares of the Company in issue was

8,616,120,000 shares.

- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the EGM was 8,616,120,000 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the EGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s notice of EGM dated 14 October 2019 and the supplemental notice of EGM dated 28 October 2019, to vote against or to abstain from voting on any of the resolutions at the EGM.
- (g) The full text of the aforesaid resolutions was set out in the Company’s notice of EGM dated 14 October 2019 and the supplemental notice of EGM dated 28 October 2019.
- (h) The Company’s H share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

Change of Supervisors

The following changes have been approved by the Shareholders at the EGM held on 29 November 2019:

1. Mr. Wen Shuzhong (“**Mr. Wen**”) resigned as a supervisor; and
2. Mr. He Wei (“**Mr. He**”) was appointed as a supervisor.

Mr. Li Ping’an (“**Mr. Li**”), a senior management member of the Company, was elected as an employee supervisor through the congress of workers and staff held on 29 October 2019.

Change of Chairman of Supervisory Committee

After the above changes become effective, the supervisory committee announces that the composition of the supervisory committee will be changed as follows with immediate effect:

- (1) Mr. Wen ceased to be the chairman of the supervisory committee; and
- (2) Mr. He was appointed as the chairman of the supervisory committee.

Accordingly, the supervisory committee of the Company consists of the following members:

Mr. He Wei (supervisor and chairman)

Mr. Zhao Jun (independent supervisor)

Mr. Li Ping'an (employee supervisor)

Biographical detail of Mr. He is as follows:

Mr. He Wei ("**Mr. He**"), aged 56, a former 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 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. The proposed term of appointment of Mr. He shall commence from the date of approval at the EGM of the Company to the expiration of the term of the current session of supervisory committee of the Company.

Mr. He

As at the date of this announcement, Mr. He has the following interests in the shares of the Company (the “**Shares**”):

| Class of Shares | Nature of interest | Number of Shares held | Percentage | Percentage |
|-----------------|---------------------|----------------------------|--------------------------------------|----------------------------|
| | | | in the class of issued share capital | in the total share capital |
| | | | % | % |
| H Shares | Beneficial interest | 100,000 (Long Position) | 0.00 | 0.00 |

Biographical detail of Mr. Li is as follows:

Mr. Li Ping'an (“**Mr. Li**”), aged 56, began his career in 1986. From 1984 to 1986, Mr. Li majored in dialectical materialism and historical materialism in the department of philosophy, Renmin University of China, obtaining a master’s degree. He successively served as person-in-charge, head of work department of the Party committee, head of public relations division of the human resources and public relations branch, head of public relations division of the general manager office and head of public relations branch of public relations and administrative department of Xiangfan training center of human resources department of Shenlong Automobile Co., Ltd. (神龍汽車有限公司). From 2007 to 2011, Mr. Li served as minister of work department of Party committee for passenger vehicles of Dongfeng Motor. From 2011 to 2014, Mr. Li served as minister of general management department and deputy secretary of discipline inspection commission and vice chairman of trade union of Dongfeng Passenger Vehicle Company (東風乘用車公司). From 2014 to 2017, Mr. Li served as deputy head of the office of Dongfeng Motor

Co., Ltd. Since 2017, he has served as minister of work department of the Party committee of the Company.

As at the date of this announcement, Mr. Li has the following interests in the shares of the Company (the “**Shares**”):

| Class of Shares | Nature of interest | Number of Shares held | Percentage in the class of issued share capital | Percentage in the total share capital |
|------------------------|---------------------------|------------------------------|--|--|
| | | | % | % |
| H Shares | Beneficial interest | 60,000 (Long position) | 0.00 | 0.00 |

As the Employee Supervisor, the remuneration of Mr. Li shall be determined in accordance with the remuneration policy of the Company.

The remuneration of Mr. He shall be determined by the Remuneration Committee of the Company and approved at the Extraordinary General Meeting.

As at the date of this announcement, Mr. He and Mr. Li confirmed that:

- (a) they do not hold any directorship and supervisorship in other public companies within the three years prior to the date of this announcement;
- (b) save as disclosed above, they do not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company;
- (c) save as disclosed above, they do not have any interest in the securities of the Company (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong));
- (d) they have not been penalized by the China Securities Regulatory Commission and other

relevant departments and stock exchanges;

- (e) there is no other information which is discloseable pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor are they involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules; and
- (f) there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The Board of Directors would like to welcome Mr. He and Mr. Li to the Company as the member of the supervisory committee.

Change of Directors

The following changes have been approved by the Shareholders at the EGM held on 29 November 2019:

1. Mr. Cao Xinghe (“**Mr. Cao**”) resigned as an independent non-executive director;
2. Mr. You Zheng (“**Mr. You**”) was appointed as an executive director; and
3. Mr. Cheng Daoran (“**Mr. Cheng**”) was appointed as a non-executive director.

Biographical detail of Mr. You is as follows:

Mr. You Zheng (“**Mr. You**”), 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. The proposed term of appointment of Mr. You shall commence from the date of approval at the EGM of the Company to the expiration of the term of the current session of Board of Directors of the Company.

The remuneration of Mr. You shall be determined by the Company's Remuneration Committee in accordance with the remuneration policy of the Company and approved at the Extraordinary General Meeting.

Biographical detail of Mr. Cheng is as follows:

Mr. Cheng Daoran ("**Mr. Cheng**"), 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. The proposed term of appointment of Mr. Cheng shall commence from the date of approval at the EGM of the Company to the expiration of the term of the current session of Board of Directors of the Company.

The remuneration of Mr. Cheng shall be determined by the Company's Remuneration Committee in accordance with the remuneration policy of the Company and approved at the Extraordinary General Meeting.

As at the date of this announcement, Mr. You and Mr. Cheng confirmed that:

- (a) they do not hold any directorship and supervisorship in other public companies within the three years prior to the date of this announcement;
- (b) save as disclosed above, they do not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company;
- (c) they do not have any interest in the securities of the Company (as defined under Part XV

- of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong));
- (d) they have not been penalized by the China Securities Regulatory Commission and other relevant departments and stock exchanges;
 - (e) there is no other information which is discloseable pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor are they involved in any of the matters required to be disclosed pursuant to the Hong Kong Listing Rules; and
 - (f) there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The Board of Directors would like to welcome Mr. You and Mr. Cheng to join the Company as the members of the Board of Directors.

Non-compliance with Rule 3.25 of the Listing Rules

After the resignation of Mr. Cao, the composition of the Company's remuneration committee fail to meet the requirements under Rule 3.25 of the Listing Rules and clause 4 of the rules of procedure of the remuneration committee of the Company regarding to the minimum requirement of the number of members.

As such, the Board will make its best endeavours to identify suitable candidate(s) to fill the vacancies as soon as practicable, with the relevant appointment to be made within three months from the date of resignation to meet the requirements under the Listing Rules and the rules of procedure of the remuneration committee of the Company.

By Order of the Board

Zhu Yanfeng

Chairman

Wuhan, the PRC, 29 November 2019

As at the date of the announcement, Mr. Zhu Yanfeng and 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. Zhang Xiaotie and Mr. Chen Yunfei are the independent non-executive directors of the Company.

* For identification purposes only